EXTENSION GRANTED UNTIL NOVEMBER 15, 2013

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation

CHARLES F. KETTERING FOUNDATION

A Employer identification number

31-0549056

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

200 COMMONS ROAD

B Telephone number

937-434-7300

City or town, state, and ZIP code

DAYTON, OH 45459

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 281,501,513.

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

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

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

		(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	603.	603.	603.	STATEMENT 1
	4 Dividends and interest from securities	3,989,103.	3,989,103.	3,989,103.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,920,781.			
	b Gross sales price for all assets on line 6a 48,205,667.				
	7 Capital gain net income (from Part IV, line 2)		12,920,781.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	143,740.	0.	143,740.	STATEMENT 3
	12 Total. Add lines 1 through 11	17,054,227.	16,910,487.	4,133,446.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,312,777.	360,520.	360,520.	952,257.
	14 Other employee salaries and wages	2,603,971.	98,388.	98,388.	2,504,697.
	15 Pension plans, employee benefits	1,550,463.	134,527.	134,527.	1,332,623.
	16a Legal fees STMT 4	36,215.	0.	0.	37,186.
	b Accounting fees STMT 5	29,543.	9,749.	9,749.	19,794.
	c Other professional fees STMT 6	2,152,543.	2,001,027.	2,001,027.	156,486.
	17 Interest				
	18 Taxes STMT 7	8,770.	0.	0.	8,770.
	19 Depreciation and depletion	361,171.	0.	0.	
	20 Occupancy	671,867.	0.	0.	714,816.
	21 Travel, conferences, and meetings	2,347,084.	35,206.	35,206.	2,307,799.
	22 Printing and publications	490,816.	0.	0.	476,438.
	23 Other expenses STMT 8	5,997,775.	0.	0.	6,115,326.
	24 Total operating and administrative expenses. Add lines 13 through 23	17,562,995.	2,639,417.	2,639,417.	14,626,192.
	25 Contributions, gifts, grants paid	0.			0.
	26 Total expenses and disbursements. Add lines 24 and 25	17,562,995.	2,639,417.	2,639,417.	14,626,192.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-508,768.			
	b Net investment income (if negative, enter -0-)		14,271,070.		
	c Adjusted net income (if negative, enter -0-)			1,494,029.	

RECEIVED NOV 25 2013 OGDEN, UT 739 IRS-OSC

SCANNED NOV 27 2013

15

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	286,272.	440,160.	440,160.
	2 Savings and temporary cash investments	5,069,999.	4,047,900.	4,047,900.
	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	18,909.	13,258.	13,258.
	10a Investments - U.S. and state government obligations STMT 11	0.	7,183,304.	7,183,304.
	b Investments - corporate stock STMT 12	164,572,164.	173,967,852.	173,967,852.
	c Investments - corporate bonds STMT 13	24,393,519.	16,344,097.	16,344,097.
	11 Investments - land, buildings, and equipment: basis ▶ 408,549.			
	Less accumulated depreciation STMT 14 ▶ 73,119.	341,773.	335,430.	335,430.
	12 Investments - mortgage loans			
	13 Investments - other STMT 15	65,191,870.	73,706,720.	73,706,720.
	14 Land, buildings, and equipment: basis ▶ 12,745,278.			
	Less accumulated depreciation STMT 16 ▶ 7,491,997.	4,626,997.	5,253,281.	5,253,281.
	15 Other assets (describe ▶ STATEMENT 17)	108,081.	209,511.	209,511.
	16 **Total assets** (to be completed by all filers)	264,609,584.	281,501,513.	281,501,513.
Liabilities	17 Accounts payable and accrued expenses	1,162,574.	1,081,643.	
	18 Grants payable			
	19 Deferred revenue	175,953.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 18)	3,826,175.	3,901,175.	
	23 **Total liabilities** (add lines 17 through 22)	5,164,702.	4,982,818.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	259,444,882.	276,518,695.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	259,444,882.	276,518,695.	
	31 **Total liabilities and net assets/fund balances**	264,609,584.	281,501,513.	

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	259,444,882.
2 Enter amount from Part I, line 27a	2	-508,768.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	17,582,581.
4 Add lines 1, 2, and 3	4	276,518,695.
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	276,518,695.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	SALE OF FIXED ASSET	P		
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	48,203,442.		35,284,886.	12,918,556.
b	2,225.			2,225.
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				12,918,556.
b				2,225.
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	12,920,781.
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		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.) N/A

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			
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 ▶ [X] and enter "N/A" on line 1. Date of ruling or determination letter: 04/07/86 (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	N/A
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	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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	X	
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,DC			
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

Form **990-PF** (2012)

223531
12-05-12

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 ▶ WWW.KETTERING.ORG

14 The books are in care of ▶ BRIAN COBB Telephone no. ▶ 937-428-5342

Located at ▶ 200 COMMONS ROAD, DAYTON, OH ZIP+4 ▶ 45459

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 N/A

			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

			Yes	No
	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? ☐ 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		X
	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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 19		1093287.	219,490.	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
HAROLD SAUNDERS 200 COMMONS ROAD, DAYTON, OH 45459	INT'L DIRECTOR 45.00	194,326.	23,977.	0.
DAVID HOLWERK 200 COMMONS ROAD, DAYTON, OH 45459	COMMUNICATIONS DIRECTOR 45.00	150,247.	37,570.	0.
RANDALL NIELSEN 200 COMMONS ROAD, DAYTON, OH 45459	PROGRAM OFFICER 45.00	132,692.	43,936.	0.
CAROLYN FARROW-GARLAND 200 COMMONS ROAD, DAYTON, OH 45459	PROGRAM OFFICER 45.00	113,988.	32,543.	0.
DEBORAH WITTE 200 COMMONS ROAD, DAYTON, OH 45459	PROGRAM OFFICER 45.00	114,674.	22,592.	0.

Total number of other employees paid over $50,000 ▶ 22

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
MARATHON LONDON - ORION HOUSE, 5 UPPER ST MARTIN'S LANE, UNITED KINGDOM WC2H 9	INVESTMENT MANAGER	651,505.
LONG'S GRAPHIC DESIGN 324 GRANT'S TRAIL, CENTERVILLE, OH 45459	PUBLICATIONS PRODUCTION	379,022.
PRIMECAP MANAGEMENT 225 SOUTH LAKE AVE., PASADENA, CA 91101	INVESTMENT MANAGER	369,949.
HARWOOD INSTITUTE 4915 ST ELMO AVE, BETHESDA, MD 20814	PUBLICATIONS RESEARCH & DEVELOP.	320,763.
ROBERT KINGSTON FEEKS LANE, MILL NECK, NY 11765	PUBLICATIONS EDITOR	241,355.
Total number of others receiving over $50,000 for professional services ▶		30

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 SEE STATEMENT 9	14,620,035.
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.

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	230,378,581.
b	Average of monthly cash balances	1b	13,725,590.
c	Fair market value of all other assets	1c	5,797,538.
d	**Total** (add lines 1a, b, and c)	1d	249,901,709.
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	249,901,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,748,526.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	246,153,183.
6	**Minimum investment return.** Enter 5% of line 5	6	12,307,659.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	14,626,192.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,626,192.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,626,192.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: ______ , ______ , ______				
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: ▶ $ ______				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
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 instr.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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)

1 a 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 ▶ 04/07/86

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1,494,029.	1,684,565.	571,342.	1,542,985.	5,292,921.
b 85% of line 2a	1,269,925.	1,431,880.	485,641.	1,311,537.	4,498,983.
c Qualifying distributions from Part XII, line 4 for each year listed	14,626,192.	12,285,521.	10,782,508.	10,725,165.	48,419,386.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	14,626,192.	12,285,521.	10,782,508.	10,725,165.	48,419,386.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	8,205,106.	9,093,805.	8,790,841.	7,381,054.	33,470,806.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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).)

NONE

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

NONE

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

Check here ▶ [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				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	603.	
4 Dividends and interest from securities			14	3,989,103.	
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	12,920,781.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME FROM PASSTHROUGH					
b ENTITIES	523000	131,912.			
c INSURANCE PROCEEDS			01	11,828.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		131,912.		16,922,315.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 17,054,227.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/13/13 Title: VICE PRES & TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BERNIE OSTROWSKI	[signature]	11-12-13		P00366367

Firm's name ▶ PLANTE & MORAN, PLLC Firm's EIN ▶ 38-1357951

Firm's address ▶ 65 EAST STATE ST, STE 600 COLUMBUS, OH 43215 Phone no. 614 849-3000

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

SOURCE	AMOUNT
INTEREST & DIVIDEND INCOME	603.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	603.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDEND INCOME	3,989,103.	0.	3,989,103.
TOTAL TO FM 990-PF, PART I, LN 4	3,989,103.	0.	3,989,103.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PASSTHROUGH ENTITIES	131,912.	0.	131,912.
INSURANCE PROCEEDS	11,828.	0.	11,828.
TOTAL TO FORM 990-PF, PART I, LINE 11	143,740.	0.	143,740.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	36,215.	0.	0.	37,186.
TO FM 990-PF, PG 1, LN 16A	36,215.	0.	0.	37,186.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,543.	9,749.	9,749.	19,794.
TO FORM 990-PF, PG 1, LN 16B	29,543.	9,749.	9,749.	19,794.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	2,152,543.	2,001,027.	2,001,027.	156,486.
TO FORM 990-PF, PG 1, LN 16C	2,152,543.	2,001,027.	2,001,027.	156,486.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	8,770.	0.	0.	8,770.
TO FORM 990-PF, PG 1, LN 18	8,770.	0.	0.	8,770.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL EXPENSES	7,087.	0.	0.	7,087.
OFFICE & SUPPLIES	97,219.	0.	0.	98,202.
OFFICE FURNITURE & EQUIPMENT	29,604.	0.	0.	29,604.
MESSENGER & DELIVERY	2,250.	0.	0.	0.
CONTRACTS	2,748,510.	0.	0.	2,820,135.
RECRUITING/RELOCATION	31,407.	0.	0.	33,946.
GENERAL EXPENSE	84,949.	0.	0.	88,640.

GENERAL INSURANCE	59,691.	0.	0.	67,359.
CONTRACT LABOR	117,453.	0.	0.	145,494.
CONTRACT FEES	2,478,686.	0.	0.	2,478,686.
BOOKS	12,100.	0.	0.	12,100.
ONLINE SEARCHES	30,969.	0.	0.	30,969.
PROFESSIONAL DEVELOPMENT	38,682.	0.	0.	38,682.
OFFICE EQUIPMENT RENTAL	72,164.	0.	0.	72,164.
DATA PROCESSING	155,211.	0.	0.	160,465.
COMPUTER SOFTWARE	24,761.	0.	0.	24,761.
INTER-LIBRARY LOANS	7,032.	0.	0.	7,032.
TO FORM 990-PF, PG 1, LN 23	5,997,775.	0.	0.	6,115,326.

FOOTNOTES STATEMENT 9

FORM 990-PF, PART IX-A, LINE 1

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT PROGRAM COSTS:

CITIZENS AND PUBLIC CHOICE	740,544.
COMMUNITY POLITICS AND LEADERSHIP	647,637.
THE PUBLIC AND PUBLIC EDUCATION	351,702.
PUBLIC-GOVERNMENT RELATIONSHIPS	709,694.
JOURNALISM, THE MEDIA AND DEMOCRACY	106,983.
THE ACADEMY AND WORK OF THE PUBLIC	783,599.
CIVIC ORGANIZATIONS (NGO'S AND CIVIC LIFE)	260,056.
MULTINATIONAL RESEARCH	1,022,132.
GENERAL RESEARCH	1,735,527.
KETTERING AS A LEARNING CENTER	364,122.
COMMUNICATIONS THROUGH PUBLICATIONS AND OTHER MEANS	782,055.
PERSONNEL AND TRUSTEE EXPENSES	4,721,019.
FACILITIES AND GENERAL EXPENSES	2,394,967.
TOTAL	14,620,035.

FORM 990-PF, PART XV, LINE 2

INFORMATION REGARDING CONTRIBUTIONS:

CHARLES F. KETTERING FOUNDATION MAKES NO GRANTS,
CONTRIBUTIONS, GIFTS, LOANS, OR SCHOLARSHIPS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	17,576,989.
REVERSE PY RECOGNITION OF BOOK SALES REV ATTRIBUTABLE TO NIFI-EIN 31-1040440	5,592.
TOTAL TO FORM 990-PF, PART III, LINE 3	17,582,581.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK INVESTMENT MGMT (SEE ATTACHED)	X		7,183,304.	7,183,304.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,183,304.	7,183,304.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,183,304.	7,183,304.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFB NTGI-1M COM DAILY RUSSELL 2000 EQTY INDEX FD-LENDING	13,397,719.	13,397,719.
PRIMECAP MANAGEMENT - SEE ATTACHED STATEMENT	74,278,498.	74,278,498.
CF CAPITAL GUARDIAN GLOBAL EQUITY TXT #2	18,326,369.	18,326,369.
MFO MORGAN STANLEY INSTL FD INC INTL EQTY PORTFOLIO CL I	15,999,680.	15,999,680.
CF MARATHON - LONDON GLOBAL INVESTMENT	41,272,375.	41,272,375.
HIGHCLERE INTERNATIONAL INVESTORS SMID FUND	10,693,211.	10,693,211.
TOTAL TO FORM 990-PF, PART II, LINE 10B	173,967,852.	173,967,852.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO VANGUARD FXD INC SECS FD INC #532	9,876,562.	9,876,562.
BLACKROCK INVESTMENT MGMT (SEE ATTACHED)	6,467,535.	6,467,535.
TOTAL TO FORM 990-PF, PART II, LINE 10C	16,344,097.	16,344,097.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
11 COVERTSIDE DRIVE	158,966.	73,119.	85,847.
INVESTMENT - LAND	249,583.	0.	249,583.
TOTAL TO FM 990-PF, PART II, LN 11	408,549.	73,119.	335,430.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE WEATHERLOW FUND I, LP	FMV	12,050,143.	12,050,143.
ARCHSTONE PARTNERS FUND, LP	FMV	11,281,682.	11,281,682.
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	FMV	1,744,743.	1,744,743.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP	FMV	2,208,578.	2,208,578.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII, LP	FMV	2,283,848.	2,283,848.
SILCHESTER INTERNATIONAL INVESTORS INTL VALUE EQUITY TRUST	FMV	11,912,388.	11,912,388.
AXIOM INTERNATIONAL EQUITY FUND II	FMV	13,422,699.	13,422,699.
BAIN CAPITAL FUND X, LP	FMV	7,852,636.	7,852,636.
CF WTC-CTF DIVERSIFIED INFLATION HEDGES	FMV	9,930,139.	9,930,139.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VII, LP	FMV	786,646.	786,646.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VIII, LP	FMV	233,218.	233,218.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,706,720.	73,706,720.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
300 COMMONS ROAD	3,989,787.	1,256,713.	2,733,074.
LAND IMPROVEMENTS	1,196,006.	853,131.	342,875.
FURNITURE & EQUIPMENT	2,350,807.	2,110,865.	239,942.
100 COMMONS ROAD	1,397,543.	603,809.	793,734.
12 COVERTSIDE DRIVE	152,687.	92,538.	60,149.
200 COMMONS ROAD	2,856,696.	2,555,104.	301,592.
LAND - COMMONS ROAD	305,830.	0.	305,830.
101 COVERSIDE	495,922.	19,837.	476,085.
TOTAL TO FM 990-PF, PART II, LN 14	12,745,278.	7,491,997.	5,253,281.

FORM 990-PF OTHER ASSETS STATEMENT 17

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	3,579.	3,900.	3,900.
INTEREST & DIVIDENDS RECEIVABLE	104,502.	204,927.	204,927.
ACCOUNTS & GRANTS RECEIVABLE	0.	684.	684.
TO FORM 990-PF, PART II, LINE 15	108,081.	209,511.	209,511.

FORM 990-PF OTHER LIABILITIES STATEMENT 18

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
POST-RETIREMENT BENEFITS ACCRUAL	3,826,175.	3,901,175.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,826,175.	3,901,175.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 19

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID MATHEWS 200 COMMONS ROAD DAYTON, OH 45459	PRESIDENT 45.00	414,407.	71,987.	0.
BRIAN COBB 200 COMMONS ROAD DAYTON, OH 45459	VICE PRESIDENT & BOARD TREASURER 45.00	202,022.	53,507.	0.
JOHN DEDRICK 200 COMMONS ROAD DAYTON, OH 45459	VICE PRESIDENT & PROGRAM DIRECTOR 45.00	186,570.	51,283.	0.
MAXINE THOMAS 200 COMMONS ROAD DAYTON, OH 45459	VICE PRESIDENT & BOARD SECRETARY 45.00	187,788.	42,713.	0.
VIRGINIA HODGKINSON 200 COMMONS ROAD DAYTON, OH 45459	CHAIR 1.00	16,000.	0.	0.
EDWIN DORN 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	14,000.	0.	0.
MARY FUTRELL 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	12,000.	0.	0.
SANDRA HULLETT 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	14,000.	0.	0.
LES IHARA JR 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	0.	0.	0.
PETER LEVINE 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	14,000.	0.	0.
HENDRICK MEIJER 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	14,000.	0.	0.

SUZANNE MORSE MOOMAW 200 COMMONS ROAD DAYTON, OH 45459	TRUSTEE 1.00	18,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,093,287.	219,490.	0.

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Canada - USD							
CENOVUS ENERGY INC COM CUSIP 15135U109							
4,500 00	33 5400000	0 00	150,930 00	141,768 52	9,161 48	0 00	9,161 48
DESCARTES SYS GROUP INC COM CUSIP 249906108							
7,300 00	9 3000000	0 00	67,890 00	29,028 25	38,861 75	0 00	38,861 75
ENCANA CORP COM NPV CUSIP 292505104							
22,300 00	19 7600000	0 00	440,648 00	616,286 30	- 175,638 30	0 00	- 175,638 30
POTASH CORP SASK INC COM CUSIP 73755L107							
17,300 00	40 6900000	0 00	703,937 00	61,796 68	642,140 32	0 00	642,140 32
RESEARCH IN MOTION LTD COM CUSIP 760975102							
30,400 00	11 8800000	0 00	361,152 00	886,517 84	- 525,365 84	0 00	- 525,365 84
RITCHIE BROS AUCTIONEERS INC COM CUSIP 767744105							
17,700 00	20 8900000	0 00	369,753 00	335,991 51	33,761 49	0 00	33,761 49
Total USD		0 00	2,094,310 00	2,071,389 10	22,920 90	0 00	22,920 90
Total Canada		0 00	2,094,310.00	2,071,389 10	22,920 90	0 00	22,920.90
Germany - USD							
QIAGEN N V COM CUSIP N72482107							
1,300 00	18 1500000	0 00	23,595 00	20,901 74	2,693 26	0 00	2,693 26
Total USD		0 00	23,595 00	20,901 74	2,693 26	0 00	2,693 26
Total Germany		0 00	23,595 00	20,901 74	2,693 26	0 00	2,693 26

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Japan - USD							
ADR SONY CORP AMERN SH NEW CUSIP 835699307							
14,300 00	11 2000000	0 00	160,160 00	629,013 20	- 468,853 20	0 00	- 468,853 20
Total USD		0 00	160,160 00	629,013 20	- 468,853 20	0 00	- 468,853 20
Total Japan		0 00	160,160 00	629,013 20	- 468,853 20	0 00	- 468,853 20
Netherlands - USD							
ADR ASML HOLDING NV NY REG 2012 (POST REV SPLIT)\ CUSIP N07059210							
1,309 00	64 4100000	0 00	84,312 69	25,793 65	58,519 04	0 00	58,519 04
Total USD		0 00	84,312 69	25,793 65	58,519 04	0 00	58,519 04
Total Netherlands		0.00	84,312 69	25,793.65	58,519 04	0 00	58,519 04
Sweden - USD							
ERICSSON CUSIP 294821608							
34,000 00	10 1000000	0 00	343,400 00	337,897 79	5,502 21	0 00	5,502 21
Total USD		0 00	343,400.00	337,897.79	5,502 21	0 00	5,502 21
Total Sweden		0.00	343,400 00	337,897 79	5,502 21	0 00	5,502 21
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
34,775 00	63 3000000	0 00	2,201,257 50	1,534,586 01	666,671 49	0 00	666,671 49
TRANSOCEAN LTD CUSIP H8817H100							
4,500 00	44 6500000	0 00	200,925 00	206,530 66	- 5,605 66	0 00	- 5,605 66

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Total USD		0 00	2,402,182 50	1,741,116 67	661,065 83	0 00	661,065 83
Total Switzerland		0 00	2,402,182 50	1,741,116 67	661,065 83	0 00	661,065 83
United Kingdom - USD							
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
15,100 00	43 4700000	8,742 14	656,397 00	644,462 91	11,934 09	0 00	11,934 09
Total USD		8,742 14	656,397 00	644,462 91	11,934 09	0 00	11,934 09
Total United Kingdom		8,742 14	656,397 00	644,462 91	11,934 09	0 00	11,934 09
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
8,300 00	65 5000000	0 00	543,650 00	486,572 18	57,077 82	0 00	57,077 82
ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109							
5,400 00	10 6200000	0 00	57,348 00	61,130 39	- 3,782 39	0 00	- 3,782 39
ADOBE SYS INC COM CUSIP 00724F101							
54,800 00	37 6800000	0 00	2,064,864 00	1,019,373 05	1,045,490 95	0 00	1,045,490 95
AECOM TECHNOLOGY CORP DELAWARE COM CUSIP 00766T100							
1,800 00	23 8000000	0 00	42,840 00	47,271 06	- 4,431 06	0 00	- 4,431 06
AFFYMETRIX INC OC-CAP STK CUSIP 00826T108							
26,000 00	3 1700000	0 00	82,420 00	401,659 75	- 319,239 75	0 00	- 319,239 75
ALEXANDER & BALDWIN INC NEW COM CUSIP 014491104							
6,200 00	29 3700000	0 00	182,094 00	96,708 93	85,385 07	0 00	85,385 07

Asset Detail - Base Currency

Equities

Common stock

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
ALTERA CORP COM CUSIP 021441100							
24,200 00	34 4400000	0 00	833,448 00	593,809 62	239,638 38	0 00	239,638 38
AMGEN INC COM CUSIP 031162100							
53,500 00	86 3200000	0 00	4,618,120 00	2,741,005 31	1,877,114 69	0 00	1,877,114 69
APPLIED MATERIALS INC COM CUSIP 038222105							
18,000 00	11 4400000	0 00	205,920 00	286,985 09	- 81,065 09	0 00	- 81,065 09
BABCOCK & WILCOX CO NEW COM STK CUSIP 05615F102							
7,000 00	26 2000000	0 00	183,400 00	166,628 77	16,771 23	0 00	16,771 23
BED BATH BEYOND INC COM CUSIP 075896100							
6,600 00	55 9100000	0 00	369,006 00	196,151 23	172,854 77	0 00	172,854 77
BERKSHIRE HATHAWAY INC-CL B CUSIP 084670702							
8,700 00	89 7000000	0 00	780,390 00	507,432 00	272,958 00	0 00	272,958 00
BIOGEN IDEC INC COM STK CUSIP 09062X103							
22,045 00	146 6700000	0 00	3,233,340 15	783,099 09	2,450,241 06	0 00	2,450,241 06
BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 CUSIP 09061G101							
10,400 00	49 2500000	0 00	512,200 00	115,816 87	396,383 13	0 00	396,383 13
BOEING CO COM CUSIP 097023105							
11,800 00	75 3600000	0 00	889,248 00	676,731 61	212,516 39	0 00	212,516 39
BOSTON SCIENTIFIC CORP COM CUSIP 101137107							
48,599 00	5 7300000	0 00	278,472 27	429,934 00	- 151,461 73	0 00	- 151,461 73
C H ROBINSON WORLDWIDE INC COM NEW COM NEW CUSIP 12541W209							
8,600 00	63 2200000	0 00	543,692 00	515,956 46	27,735 54	0 00	27,735 54

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
CAMERON INTL CORP COM STK CUSIP 13342B105							
1,500 00	56 4600000	0 00	84,690 00	72,421 53	12,268 47	0 00	12,268 47
CARMAX INC COM CUSIP 143130102							
35,200 00	37 5400000	0 00	1,321,408 00	559,488 93	761,919 07	0 00	761,919 07
CARNIVAL CORP COM PAIRED CUSIP 143658300							
26,441 00	36 7700000	0 00	972,235 57	850,219 60	122,015 97	0 00	122,015 97
CATERPILLAR INC COM CUSIP 149123101							
12,600 00	89 5800000	0 00	1,128,708 00	251,441 45	877,266 55	0 00	877,266 55
CHUBB CORP COM CUSIP 171232101							
10,000 00	75 3200000	4,100 00	753,200 00	302,571 18	450,628 82	0 00	450,628 82
CORNING INC COM CUSIP 219350105							
22,000 00	12 6200000	0 00	277,640 00	258,799 32	18,840 68	0 00	18,840 68
CREE INC COM CUSIP 225447101							
20,100 00	33 9800000	0 00	682,998 00	517,775 14	165,222 86	0 00	165,222 86
CSX CORP COM CUSIP 126408103 CSX							
2,000 00	19 7300000	0 00	39,460 00	43,281 78	- 3,821 78	0 00	- 3,821 78
DELTA AIR LINES INC DEL COM NEW COM NEW CUSIP 247361702							
13,800 00	11 8700000	0 00	163,806 00	153,367 45	10,438 55	0 00	10,438 55
DIRECTV COM COM CUSIP 25490A309							
22,345 00	50 1600000	0 00	1,120,825 20	220,205 25	900,619 95	0 00	900,619 95
DOW CHEMICAL CO COM CUSIP 260543103							
5,200 00	32 3200000	0 00	168,064 00	152,300 78	15,763 22	0 00	15,763 22

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
ELECTR ARTS COM CUSIP 285512109							
40,500 00	14 5300000	0 00	588,465 00	675,635 71	- 87,170 71	0 00	- 87,170 71
ELI LILLY & CO COM CUSIP 532457108							
62,600 00	49 3200000	0 00	3,087,432 00	2,993,917 88	93,514 12	0 00	93,514 12
EMC CORP COM CUSIP 268648102							
27,400 00	25 3000000	0 00	693,220 00	557,758 85	135,461 15	0 00	135,461 15
ENTEGRIS INC COM CUSIP 29362U104							
10,212 00	9 1800000	0 00	93,746 16	60,111 00	33,635 16	0 00	33,635 16
EOG RESOURCES INC COM CUSIP 26875P101							
3,500 00	120 7900000	0 00	422,765 00	344,668 47	78,096 53	0 00	78,096 53
EXELON CORP COM CUSIP 30161N101							
700 00	29 7400000	0 00	20,818 00	25,497 96	- 4,679 96	0 00	- 4,679 96
FEDEX CORP COM CUSIP 31428X106							
20,400 00	91 7200000	0 00	1,871,088 00	862,929 22	1,008,158 78	0 00	1,008,158 78
FLEXTRONICS INTL LTD COM STK CUSIP Y2573F102							
91,100 00	6 2100000	0 00	565,731 00	572,528 38	- 6,797 38	0 00	- 6,797 38
GOOGLE INC CL A CL A CUSIP 38259P508							
3,400 00	709 3700000	0 00	2,411,858 00	1,490,048 25	921,809 75	0 00	921,809 75
GREIF INC CUSIP 397624107							
700 00	44 5000000	0 00	31,150 00	31,610 01	- 460 01	0 00	- 460 01
HESS CORP COM STK CUSIP 42809H107							
1,400 00	52 9600000	0 00	74,144 00	76,911 89	- 2,767 89	0 00	- 2,767 89

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equities							
Common stock							
HEWLETT PACKARD CO COM CUSIP 428236103							
8,500 00	14 2500000	1,122 00	121,125 00	242,440 40	- 121,315 40	0 00	- 121,315 40
HONEYWELL INTL INC COM STK CUSIP 438516106							
13,600 00	63 4700000	0 00	863,192 00	633,434 58	229,757 42	0 00	229,757 42
INTEL CORP COM CUSIP 458140100 INTC							
24,200 00	20 6300000	0 00	499,246 00	298,175 82	201,070 18	0 00	201,070 18
INTUIT COM CUSIP 461202103							
15,200 00	59 5000000	0 00	904,400 00	406,272 06	498,127 94	0 00	498,127 94
JABIL CIRCUIT INC COM CUSIP 466313103							
7,400 00	19 2900000	0 00	142,746 00	141,792 01	953 99	0 00	953 99
JACOBS ENGR GROUP INC COM CUSIP 469814107							
600 00	42 5700000	0 00	25,542 00	25,666 07	- 124 07	0 00	- 124 07
JETBLUE AWYS CORP COM CUSIP 477143101							
35,400 00	5 7100000	0 00	202,134 00	297,003 59	- 94,869 59	0 00	- 94,869 59
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
25,000 00	70 1000000	0 00	1,752,500 00	1,570,786 48	181,713 52	0 00	181,713 52
KELLOGG CO COM USD0 25 CUSIP 487836108							
5,400 00	55 8500000	0 00	301,590 00	275,994 58	25,595 42	0 00	25,595 42
KIRBY CORP COM CUSIP 497266106							
12,200 00	61 8900000	0 00	755,058 00	138,874 21	616,183 79	0 00	616,183 79
LIFE TECHNOLOGIES CORP COM STK CUSIP 53217V109							
20,946 00	49 0800000	0 00	1,028,029 68	808,938 59	219,091 09	0 00	219,091 09

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
LTD BRANDS CUSIP 532716107							
31,700 00	47 0600000	0 00	1,491,802 00	1,252,657 49	239,144 51	0 00	239,144 51
LUMINEX CORP DEL COM CUSIP 55027E102							
7,800 00	16 7600000	0 00	130,728 00	132,105 81	- 1,377 81	0 00	- 1,377 81
MARSH & MCLENNAN CO'S INC COM CUSIP 571748102							
52,900 00	34 4700000	0 00	1,823,463 00	1,231,587 84	591,875 16	0 00	591,875 16
MATSON INC COM CUSIP 57686G105							
6,200 00	24 7200000	0 00	153,264 00	95,624 93	57,639 07	0 00	57,639 07
MATTEL INC COM CUSIP 577081102							
16,400 00	36 6200000	0 00	600,568 00	280,487 25	320,080 75	0 00	320,080 75
MEDTRONIC INC COM CUSIP 585055106							
42,800 00	41 0200000	0 00	1,755,656 00	2,114,854 15	- 359,198 15	0 00	- 359,198 15
MICRON TECH INC COM CUSIP 595112103							
38,833 00	6 3500000	0 00	246,589 55	490,080 36	- 243,490 81	0 00	- 243,490 81
MICROSOFT CORP COM CUSIP 594918104							
79,500 00	26 7300000	0 00	2,125,035 00	2,221,617 28	- 96,582 28	0 00	- 96,582 28
MONSANTO CO NEW COM CUSIP 61166W101							
11,026 00	94 6500000	0 00	1,043,610 90	495,905 81	547,705 09	0 00	547,705 09
MOTOROLA SOLUTIONS INC CUSIP 620076307							
4,285 00	55 6800000	1,114 10	238,588 80	261,527 36	- 22,938 56	0 00	- 22,938 56
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
3,900 00	68 3500000	0 00	266,565 00	81,567 07	184,997 93	0 00	184,997 93

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
NETAPP INC COM STK CUSIP 64110D104							
4,800 00	33 5500000	0 00	161,040 00	174,748 00	- 13,708 00	0 00	- 13,708 00
NEUSTAR INC CL A CUSIP 64126X201							
5,909 00	41 9300000	0 00	247,764 37	122,728 97	125,035 40	0 00	125,035 40
NEWMONT MINING CORP NEW COM CUSIP 651639106							
5,600 00	46 4400000	0 00	260,064 00	254,803 49	5,260 51	0 00	5,260 51
NOBLE ENERGY INC COM CUSIP 655044105							
3,500 00	101 7400000	0 00	356,090 00	96,345 85	259,744 15	0 00	259,744 15
NORFOLK SOUTHN CORP COM CUSIP 655844108							
6,400 00	61 8400000	0 00	395,776 00	201,175 65	194,600 35	0 00	194,600 35
NUANCE COMMUNICATIONS INC COM CUSIP 67020Y100							
35,800 00	22 3200000	0 00	799,056 00	783,250 26	15,805 74	0 00	15,805 74
NVIDIA CORP COM CUSIP 67066G104							
20,000 00	12 2900000	0 00	245,800 00	248,631 65	- 2,831 65	0 00	- 2,831 65
ORACLE CORP COM CUSIP 68389X105 ORCL							
30,000 00	33 3200000	0 00	999,600 00	453,912 07	545,687 93	0 00	545,687.93
PACCAR INC COM CUSIP 693718108							
5,900 00	45 2100000	0 00	266,739 00	275,817 81	- 9,078 81	0 00	- 9,078 81
PERKINELMER INC COM CUSIP 714046109							
1,800 00	31 7400000	0 00	57,132 00	53,056 41	4,075 59	0 00	4,075 59
PRAXAIR INC COM CUSIP 74005P104							
2,400 00	109 4500000	0 00	262,680 00	192,033 40	70,646 60	0 00	70,646 60

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
QUALCOMM INC COM CUSIP 747525103 QCOM							
25,500 00	62 0200000	0 00	1,581,510 00	811,292 37	770,217 63	0 00	770,217 63
RAMBUS INC DEL COM CUSIP 750917106							
11,700 00	4 8800000	0 00	57,096 00	257,755 69	- 200,659 69	0 00	- 200,659 69
RANGE RES CORP COM CUSIP 75281A109							
3,400 00	62 8300000	0 00	213,622 00	191,021 52	22,600 48	0 00	22,600 48
ROCKWELL AUTOMATION CUSIP 773903109							
2,700 00	83 9900000	0 00	226,773 00	105,559 23	121,213 77	0 00	121,213 77
ROSS STORES INC COM CUSIP 778296103 ROST							
3,900 00	54 1500000	0 00	211,185 00	206,729 33	4,455 67	0 00	4,455 67
ROYAL CARIBBEAN CRUISES COM STK CUSIP V7780T103							
1,200 00	34 0000000	0 00	40,800 00	29,558 04	11,241 96	0 00	11,241 96
S W AIRL CO COM CUSIP 844741108							
106,300 00	10 2400000	1,063 00	1,088,512 00	1,228,517 35	- 140,005 35	0 00	- 140,005 35
SANDISK CORP COM CUSIP 80004C101							
19,300 00	43 5600000	0 00	840,708 00	374,347 57	466,360 43	0 00	466,360 43
SCHLUMBERGER LTD COM COM CUSIP 806857108							
11,500 00	69 2900000	3,162 50	796,835 00	450,680 36	346,154 64	0 00	346,154 64
SCHWAB CHARLES CORP COM NEW CUSIP 808513105							
104,900 00	14 3600000	0 00	1,506,364 00	1,579,721 22	- 73,357 22	0 00	- 73,357 22
SOUTHWESTERN ENERGY CO COM CUSIP 845467109							
5,700 00	33 4100000	0 00	190,437 00	197,784 44	- 7,347 44	0 00	- 7,347 44

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
STRATTEC SEC CORP COM CUSIP 863111100							
300 00	25 8100000	0 00	7,743 00	8,437 50	- 694 50	0 00	- 694 50
SYMANTEC CORP COM CUSIP 871503108							
27,300 00	18 8100000	0 00	513,513 00	483,443 43	30,069 57	0 00	30,069 57
TESLA MTRS INC COM CUSIP 88160R101							
3,300 00	33 8700000	0 00	111,771 00	92,100 49	19,670 51	0 00	19,670 51
TEXAS INSTRUMENTS INC COM CUSIP 882508104							
69,100 00	30 9400000	0 00	2,137,954 00	1,620,000 64	517,953 36	0 00	517,953 36
TJX COS INC COM NEW CUSIP 872540109 TJX							
4,600 00	42 4500000	0 00	195,270 00	55,591 00	139,679 00	0 00	139,679 00
TRIMBLE NAV LTD COM CUSIP 896239100							
21,900 00	59 7800000	0 00	1,309,182 00	133,225 03	1,175,956 97	0 00	1,175,956 97
UNION PAC CORP COM CUSIP 907818108 UNP							
3,400 00	125 7200000	2,553 00	427,448 00	98,159 29	329,288 71	0 00	329,288 71
UNITED CONTL HLDGS INC COM STK CUSIP 910047109							
15,300 00	23 3800000	0 00	357,714 00	356,626 82	1,087 18	0 00	1,087 18
UNITED PARCEL SVC INC CL B CUSIP 911312106							
12,100 00	73 7300000	0 00	892,133 00	849,918 38	42,214 62	0 00	42,214 62
VISA INC COM CL A STK CUSIP 92826C839 V							
7,100 00	151 5800000	0 00	1,076,218 00	605,540 35	470,677 65	0 00	470,677 65
WALT DISNEY CO CUSIP 254687106							
10,600 00	49 7900000	0 00	527,774 00	373,568 79	154,205 21	0 00	154,205 21

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
WATERS CORP COM CUSIP 941848103							
1,400 00	87 1200000	0 00	121,968 00	62,985 01	58,982 99	0 00	58,982 99
WEBSENSE INC COM STK ISIN# US9476841062 CUSIP 947684106							
9,800 00	15 0400000	0 00	147,392 00	189,606 99	- 42,214 99	0 00	- 42,214 99
WHIRLPOOL CORP COM CUSIP 963320106							
5,600 00	101 7500000	0 00	569,800 00	465,112 44	104,687 56	0 00	104,687 56
WILLIS GROUP HOLDINGS COM USD0 000115 (NEW) CUSIP G96666105							
16,700 00	33 5300000	4,509 00	559,951 00	597,475 02	- 37,524 02	0 00	- 37,524 02
ZIMMER HLDGS INC COM CUSIP 98956P102							
900 00	66 6600000	162 00	59,994 00	46,697 44	13,296 56	0 00	13,296 56
3D SYS CORP DEL COM NEW STK CUSIP 88554D205							
500 00	53 3500000	0 00	26,675 00	11,704 40	14,970 60	0 00	14,970 60
Total USD		17,785.60	68,313,420.65	48,036,812 88	20,276,607 77	0 00	20,276,607 77
Total United States		17,785 60	68,313,420 65	48,036,812 88	20,276,607 77	0 00	20,276,607 77
Total Common Stock							
2,051,725.00		**26,527.74**	**74,077,777.84**	**53,507,387.94**	**20,570,389.90**	**0.00**	**20,570,389.90**
Preferred stock							
Brazil - USD							
ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR REPSTG PFD SHS CUSIP 71654V101							
10,400 00	19 3000000	0 00	200,720 00	269,551 94	- 68,831 94	0 00	- 68,831 94
Total USD		0 00	200,720 00	269,551 94	- 68,831 94	0 00	- 68,831 94

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Preferred stock							
Total Brazil		0 00	200,720 00	269,551 94	- 68,831 94	0 00	- 68,831 94
Total Preferred Stock							
10,400.00		**0.00**	**200,720.00**	**269,551.94**	**- 68,831.94**	**0 00**	**- 68,831.94**
Total Equities							
2,062,125.00		**26,527.74**	**74,278,497 84**	**53,776,939.88**	**20,501,557.96**	**0.00**	**20,501,557.96**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income							
Government bonds							
United States - USD							
UNITED STATES NTS06/15/2010 1 125% 06/15/2013 CUSIP 912828NH9							
250,000 00	100 4531000	131 35	251,132 75	253,272 32	- 2,139 57	0 00	- 2,139 57
Issue Date 15 Jun 10 Rate 1 125% Yield to Maturity 0 131% Maturity Date 15 Jun 13							
UNITED STATES TREAS NTS 375 DUE 11-15-2014 CUSIP 912828RQ5							
300,000 00	100 2344000	146 06	300,703 20	300,598 66	104 54	0 00	104 54
Issue Date 15 Nov 11 Rate 0 375% Yield to Maturity 0 25% Maturity Date 15 Nov 14							
UNITED STATES TREAS NTS DTD 04/15/2010 1 75% DUE 04-15-2013 REG CUSIP 912828MX5							
210,000 00	100 4688000	787 50	210,984 48	214,085 86	- 3,101 38	0 00	- 3,101 38
Issue Date 15 Apr 10 Rate 1 75% Yield to Maturity 0 123% Maturity Date 15 Apr 13							
UNITED STATES TREAS NTS DTD 10-15-2011 0 5 10-15-2014 CUSIP 912828RL6							
1,000,000 00	100 4531000	1,071 42	1,004,531 00	1,004,290 46	240 54	0 00	240 54
Issue Date 15 Oct 11 Rate 0 5% Yield to Maturity 0 246% Maturity Date 15 Oct 14							
UNITED STATES TREAS NTS DTD 7-15-10 1 0%DUE 07-15-2013 CUSIP 912828NN6							
250,000 00	100 4609000	1,154 89	251,152 25	252,969 59	- 1,817 34	0 00	- 1,817 34
Issue Date 15 Jul 10 Rate 1% Yield to Maturity 0 147% Maturity Date 15 Jul 13							
US TREAS NTS 625 DUE 04-30-2013 CUSIP 912828QE3							
250,000 00	100 1758000	267 61	250,439 50	251,436 38	- 996 88	0 00	- 996 88
Issue Date 30 Apr 11 Rate 0 625% Yield to Maturity 0 094% Maturity Date 30 Apr 13							
UTD STATES TREAS 75% DUE 09-15-2013 CUSIP 912828NY2							
250,000 00	100 4180000	559 39	251,045 00	252,198 10	- 1,153 10	0 00	- 1,153 10
Issue Date 15 Sep 10 Rate 0 75% Yield to Maturity 0 156% Maturity Date 15 Sep 13							

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income							
Government bonds							
UTD STATES TREAS 1 25% DUE 04-15-2014 CUSIP 912828QC7							
750,000 00	101 3203000	2,008 92	759,902 25	762,336 50	- 2,434 25	0 00	- 2,434 25
Issue Date 15 Apr 11 Rate 1 25% Yield to Maturity 0 223% Maturity Date 15 Apr 14							
UTD STATES TREAS 1 25% DUE 10-31-2015 CUSIP 912828PE4							
300,000 00	102 5391000	642 26	307,617 30	307,817 41	- 200 11	0 00	- 200 11
Issue Date 31 Oct 10 Rate 1 25% Yield to Maturity 0 348% Maturity Date 31 Oct 15							
Total USD		6,769 40	3,587,507 73	3,599,005 28	- 11,497 55	0 00	- 11,497 55
Total United States		6,769 40	3,587,507 73	3,599,005 28	- 11,497 55	0 00	- 11,497 55
Total Government Bonds							
3,560,000.00		**6,769.40**	**3,587,507.73**	**3,599,005.28**	**- 11,497.55**	**0.00**	**- 11,497.55**
Government agencies							
United States - USD							
FEDERAL HOME LN MTG CORP 1 DUE 03-08-2017 CUSIP 3137EADC0							
1,000,000 00	101 2745000	3,138 88	1,012,745 00	1,009,250 00	3,495 00	0 00	3,495 00
Issue Date 30 Jan 12 Rate 1% Yield to Maturity 0 69% Maturity Date 8 Mar 17							
FEDERAL HOME LN MTG CORP 0 5 DUE 04-17-2015 CUSIP 3137EADD8							
50,000 00	100 4087000	51 38	50,204 35	50,092 00	112 35	0 00	112 35
Issue Date 21 Feb 12 Rate 0 5% Yield to Maturity 0 321% Maturity Date 17 Apr 15							
FEDERAL HOME LN MTG CORP 1 DUE 06-29-2017 CUSIP 3137EADH9							
500,000 00	101 2424000	27 77	506,212 00	503,574 50	2,637 50	0 00	2,637 50
Issue Date 14 May 12 Rate 1% Yield to Maturity 0 719% Maturity Date 29 Jun 17							

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income							
Government agencies							
FNMA FNMABOND 1 125 06-27-2014 CUSIP 3135G0BJ1							
1,000,000 00	101 3298000	125 00	1,013,298 00	1,015,150 00	- 1,852 00	0 00	- 1,852 00
Issue Date 16 May 11 Rate 1 125% Yield to Maturity 0 23% Maturity Date 27 Jun 14							
FNMA PREASSIGN 1 25 02-27-2014 CUSIP 3135G0AP8							
1,000,000 00	101 3337000	4,305 55	1,013,337 00	1,017,250 00	- 3,913 00	0 00	- 3,913 00
Issue Date 1 Feb 11 Rate 1 25% Yield to Maturity 0 095% Maturity Date 27 Feb 14							
Total USD		7,648 58	3,595,796 35	3,595,316 50	479 85	0 00	479 85
Total United States		7,648 58	3,595,796 35	3,595,316 50	479 85	0 00	479 85
Total Government Agencies							
3,550,000.00		**7,648.58**	**3,595,796.35**	**3,595,316.50**	**479.85**	**0.00**	**479.85**
Corporate bonds							
Canada - USD							
BARRICK GOLD CORP 1 75% DUE 05-30-2014 CUSIP 067901AE8							
140,000 00	101 3967000	210 97	141,955 38	142,797 20	- 841 82	0 00	- 841 82
Issue Date 1 Jun 11 Rate 1 75% Yield to Maturity 0 757% Maturity Date 30 May 14							
Total USD		210 97	141,955 38	142,797 20	- 841 82	0 00	- 841 82
Total Canada		210 97	141,955 38	142,797 20	- 841 82	0 00	- 841 82

Asset Detail - Base Currency

Fixed Income

Corporate bonds

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
United Kingdom - USD							
BP CAP MKTS P L C 1 846% DUE 05-05-2017 CUSIP 05565QBY3							
275,000 00	102 2274000	789 67	281,125 35	282,499 25	- 1,373 90	0 00	- 1,373 90
Issue Date 7 May 12 Rate 1 846% Yield to Maturity 1 317% Maturity Date 5 May 17							
DEUTSCHE BK AG 4 875% DUE 05-20-2013 CUSIP 2515A0NY5							
140,000 00	101 7356000	777 29	142,429 84	144,391 80	- 1,961 96	0 00	- 1,961 96
Issue Date 20 May 08 Rate 4 875% Yield to Maturity 0 37% Maturity Date 20 May 13							
Total USD		1,566 96	423,555 19	426,891 05	- 3,335 86	0 00	- 3,335 86
Total United Kingdom		1,566 96	423,555 19	426,891.05	- 3,335 86	0 00	- 3,335 86
United States - USD							
ALLSTATE LIFE GL FDG SECD MED TRM TRANCHE # TR 00039 5 375 DUE 4-30-2013 CUSIP 02003MBQ6							
270,000 00	101 6556000	2,459 06	274,470 12	285,624 90	- 11,154 78	0 00	- 11,154 78
Issue Date 30 Apr 08 Rate 5 375% Yield to Maturity 0 397% Maturity Date 30 Apr 13							
AMERN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # TR 00075 2 8 DUE 09-19-2016 CUSIP 0258M0DC0							
300,000 00	105 8045000	2,379 99	317,413 50	318,984 00	- 1,570 50	0 00	- 1,570 50
Issue Date 19 Sep 11 Rate 2 8% Yield to Maturity 1 198% Maturity Date 19 Sep 16							
ANHEUSER BUSCH 1 375% DUE 07-15-2017 CUSIP 03523TBN7							
175,000 00	101 0530000	1,102 86	176,842 75	177,026 50	- 183 75	0 00	- 183 75
Issue Date 16 Jul 12 Rate 1 375% Yield to Maturity 1 136% Maturity Date 15 Jul 17							
BERKSHIRE HATHAWAY 2 125% DUE 02-11-2013 CUSIP 084670AU2							
280,000 00	100 1790000	2,313 88	280,501 20	284,914 00	- 4,412 80	0 00	- 4,412 80
Issue Date 11 Feb 10 Rate 2 125% Yield to Maturity 0 509% Maturity Date 11 Feb 13							

Asset Detail - Base Currency

Fixed Income

Corporate bonds

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
CHUBB CORP 5 75% DUE 05-15-2018 CUSIP 171232AR2							
120,000 00	122 9005000	881 66	147,480 60	144,688 80	2,791 80	0 00	2,791 80
Issue Date 6 May 08 Rate 5 75% Yield to Maturity 1 32% Maturity Date 15 May 18							
CISCO SYS INC 5 5% DUE 02-22-2016 CUSIP 17275RAC6							
245,000 00	114 3055000	4,828 54	280,048 47	286,360 90	- 6,312 43	0 00	- 6,312 43
Issue Date 22 Feb 06 Rate 5 5% Yield to Maturity 0 873% Maturity Date 22 Feb 16							
CITIGROUP INC 3 953% DUE 06-15-2016 CUSIP 172967FS5							
290,000 00	107 6361000	509 49	312,144 69	291,389 10	20,755 59	0 00	20,755 59
Issue Date 15 Jun 11 Rate 3 953% Yield to Maturity 1 67% Maturity Date 15 Jun 16							
CME GROUP INC 5 75% DUE 02-15-2014 CUSIP 12572QAD7							
130,000 00	105 6054000	2,823 88	137,287 02	141,928 80	- 4,641 78	0 00	- 4,641 78
Issue Date 9 Feb 09 Rate 5 75% Yield to Maturity 0 725% Maturity Date 15 Feb 14							
COMCAST CORP NEW 5 85% DUE 11-15-2015 CUSIP 20030NAJ0							
125,000 00	113 8204000	934 37	142,275 50	143,605 00	- 1,329 50	0 00	- 1,329 50
Issue Date 14 Nov 05 Rate 5 85% Yield to Maturity 0 96% Maturity Date 15 Nov 15							
CONOCOPHILLIPS 4 6% DUE 01-15-2015 CUSIP 20825CAT1							
190,000 00	108 0696000	4,030 11	205,332 24	212,408 60	- 7,076 36	0 00	- 7,076 36
Issue Date 21 May 09 Rate 4 6% Yield to Maturity 0 611% Maturity Date 15 Jan 15							
COX COMMUNICATIONS 5 45% DUE 12-15-2014 CUSIP 224044BM8							
41,000 00	109 0585000	99 31	44,713 98	45,745 75	- 1,031 77	0 00	- 1,031 77
Issue Date 15 Dec 04 Rate 5 45% Yield to Maturity 0 773% Maturity Date 15 Dec 14							

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total

Fixed Income

Corporate bonds

DIRECTV HLDGS LLC 3 5% DUE 03-01-2016 CUSIP 25459HAY1							
70,000 00	105 9406000	816 66	74,158 42	72,445 80	1,712 62	0 00	1,712 62
Issue Date 10 Mar 11 Rate 3 5% Yield to Maturity 1 569% Maturity Date 1 Mar 16							
EBAY INC NT 1 35 DUE 07-15-2017 REG CUSIP 278642AG8							
145,000 00	101 1646000	853 68	146,688 67	146,084 60	604 07	0 00	604 07
Issue Date 24 Jul 12 Rate 1 35% Yield to Maturity 1 086% Maturity Date 15 Jul 17							
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00838 2 1 DUE 01-07-2014 CUSIP 36962G4X9							
215,000 00	101 6412000	2,182 25	218,528 58	218,126 10	402 48	0 00	402 48
Issue Date 7 Jan 11 Rate 2 1% Yield to Maturity 0 48% Maturity Date 7 Jan 14							
GOLDMAN SACHS GROUP INC NT 4 75 DUE 07-15-2013BEO CUSIP 38141GDK7							
240,000 00	102 0972000	5,256 66	245,033 28	247,200 00	- 2,166 72	0 00	- 2,166 72
Issue Date 15 Jul 03 Rate 4 75% Yield to Maturity 0 841% Maturity Date 15 Jul 13							
GOOGLE INC 1 25'DUE 05-19-2014 CUSIP 38259PAA0							
285,000 00	101 2345000	415 62	288,518 32	290,902 35	- 2,384 03	0 00	- 2,384 03
Issue Date 19 May 11 Rate 1 25% Yield to Maturity 0 354% Maturity Date 19 May 14							
HSBC FINANCE CORP 4 75% DUE 07-15-2013 CUSIP 441812KD5							
240,000 00	102 0870000	5,256 66	245,008 80	247,068 00	- 2,059 20	0 00	- 2,059 20
Issue Date 21 Jul 03 Rate 4 75% Yield to Maturity 0 859% Maturity Date 15 Jul 13							
KRAFT FOODS INC 2 625% DUE 05-08-2013 CUSIP 50075NAY0							
140,000 00	100 6340000	541 04	140,887 60	143,063 20	- 2,175 60	0 00	- 2,175 60
Issue Date 8 Feb 10 Rate 2 625% Yield to Maturity 0 82% Maturity Date 8 May 13							

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total

Fixed Income

Corporate bonds

Shares/PAR value	Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
METLIFE INC 6 75% DUE 06-01-2016 CUSIP 59156RAU2							
65,000 00	118 4346000	365 62	76,982 49	77,392 25	- 409 76	0 00	- 409 76
Issue Date 29 May 09 Rate 6 75% Yield to Maturity 1 224% Maturity Date 1 Jun 16							
MICROSOFT CORP 875% DUE 09-27-2013 CUSIP 594918AF1							
250,000 00	100 4348000	571 18	251,087 00	252,635 00	- 1,548 00	0 00	- 1,548 00
Issue Date 27 Sep 10 Rate 0 875% Yield to Maturity 0 285% Maturity Date 27 Sep 13							
NBCUNIVERSAL MEDIA 2 1% DUE 04-01-2014 CUSIP 63946BAA8							
140,000 00	101 8302000	735 00	142,562 28	142,506 00	56 28	0 00	56 28
Issue Date 1 Apr 11 Rate 2 1% Yield to Maturity 0 628% Maturity Date 1 Apr 14							
PEPSICO INC 8 DUE 08-25-2014 REG CUSIP 713448BV9							
215,000 00	100 5218000	602 00	216,121 87	216,212 60	- 90 73	0 00	- 90 73
Issue Date 29 Aug 11 Rate 0 8% Yield to Maturity 0 482% Maturity Date 25 Aug 14							
PFIZER INC NT 5 35 DUE 03-15-2015 CUSIP 717081DA8							
250,000 00	110 1306000	3,938 19	275,326 50	285,877 50	- 10,551 00	0 00	- 10,551 00
Issue Date 24 Mar 09 Rate 5 35% Yield to Maturity 0 712% Maturity Date 15 Mar 15							
PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKENTRY MTN 2 75% DUE 01-14-2013 CUSIP 74432QBK0							
141,000 00	100 0943000	1,798 72	141,132 96	143,009 25	- 1,876 29	0 00	- 1,876 29
Rate 2 75% Yield to Maturity 0 145% Maturity Date 14 Jan 13							
STATE STR CORP 2 875% DUE 03-07-2016 CUSIP 857477AH6							
135,000 00	106 0886000	1,229 06	143,219 61	144,445 95	- 1,226 34	0 00	- 1,226 34
Issue Date 7 Mar 11 Rate 2 875% Yield to Maturity 0 929% Maturity Date 7 Mar 16							

Asset Detail - Base Currency

Fixed Income

Corporate bonds

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
U S BANCORP 2 45 07/27/2015 BEO CUSIP 91159HGX2							
140,000 00	104 5193000	1,467 27	146,327 02	146,627 60	- 300 58	0 00	- 300 58
Issue Date 27 Jul 10 Rate 2 45% Yield to Maturity 0 675% Maturity Date 27 Jul 15							
VERIZON WIRELESS 5 55% DUE 02-01-2014 CUSIP 92344SAP5							
130,000 00	104 9744000	3,006 25	136,466 72	142,032 80	- 5,566 08	0 00	- 5,566 08
Issue Date 1 Aug 09 Rate 5 55% Yield to Maturity 0 924% Maturity Date 1 Feb 14							
VERIZON 2% DUE 11-01-2016 CUSIP 92343VBD5							
270,000 00	103 4935000	899 99	279,432 45	281,836 80	- 2,404 35	0 00	- 2,404 35
Issue Date 3 Nov 11 Rate 2% Yield to Maturity 1 067% Maturity Date 1 Nov 16							
WAL-MART STORES INC 4 55 DUE 05-01-2013 BEO CUSIP 931142BT9							
275,000 00	101 3772000	2,085 41	278,787 30	289,855 50	- 11,068 20	0 00	- 11,068 20
Issue Date 29 Apr 03 Rate 4 55% Yield to Maturity 0 41% Maturity Date 1 May 13							
WELLS FARGO & CO 5 5 SNR MTN DUE 05-01-2013 USD1000 CUSIP 92976WBJ4							
135,000 00	101 6625000	1,237 50	137,244 37	142,420 95	- 5,176 58	0 00	- 5,176 58
Issue Date 25 Apr 08 Rate 5 5% Yield to Maturity 0 498% Maturity Date 1 May 13							
Total USD		55,621 91	5,902,024 31	5,962,418 60	- 60,394 29	0 00	- 60,394 29
Total United States		55,621 91	5,902,024 31	5,962,418 60	- 60,394.29	0.00	- 60,394 29
Total Corporate Bonds							
6,202,000.00		**57,399.84**	**6,467,534.88**	**6,532,106.85**	**- 64,571.97**	**0.00**	**- 64,571.97**
Total Fixed Income							
13,312,000.00		**71,817.82**	**13,650,838.96**	**13,726,428.63**	**- 75,589.67**	**0.00**	**- 75,589.67**

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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* 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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CHARLES F. KETTERING FOUNDATION	Employer identification number (EIN) or 31-0549056
	Number, street, and room or suite no. If a P.O. box, see instructions 200 COMMONS ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DAYTON, OH 45459	

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

- The books are in the care of ▶ BRIAN COBB 200 COMMONS ROAD - DAYTON, OH 45459
  Telephone No. ▶ 937-428-5342 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 is for the organization's return for
▶ [X] 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

3a	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.	3a	$ 0.
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.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

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)

223841 01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CHARLES F. KETTERING FOUNDATION	Employer identification number (EIN) or 31-0549056
	Number, street, and room or suite no. If a P.O box, see instructions 200 COMMONS ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. DAYTON, OH 45459	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BRIAN COBB
  200 COMMONS ROAD - DAYTON, OH 45459
  Telephone No. ▶ 937-428-5342 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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	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.	8a	$ 0.
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 and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ VICE PRES. & TREASURER Date ▶

223842
01-21-13

09541105 795491 68039 2012.04040 CHARLES F. KETTERING FOUNDA 68039__1