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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE THENDARA FOUNDATION		A Employer identification number 31-1126072	
Number and street (or P O box number if mail is not delivered to street address) 425 WALNUT STREET SUITE 1800		B Telephone number (see instructions) (513) 381-2838	
City or town, state, and ZIP code CINCINNATI, OH 45202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 8,623,856		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	305,260	305,260		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	204,374			
	b Gross sales price for all assets on line 6a <u>2,853,227</u>				
	7 Capital gain net income (from Part IV , line 2)		204,374		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	509,634	509,634		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	32,268	0		32,268
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	63,932	63,932		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,910	16,910		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,196	0		1,196
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,006	13,842		6,164
	24 Total operating and administrative expenses. Add lines 13 through 23	134,312	94,684		39,628
	25 Contributions, gifts, grants paid	350,000			350,000
	26 Total expenses and disbursements. Add lines 24 and 25	484,312	94,684		389,628
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	25,322			
	b Net investment income (if negative, enter -0-)		414,950		
	c Adjusted net income (if negative, enter -0-)				

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	46,350	6,718	6,718
	2	Savings and temporary cash investments	142,795	285,300	285,300
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	303,298	<input checked="" type="checkbox"/> 110,058	106,502
	b	Investments—corporate stock (attach schedule)	5,668,621	<input checked="" type="checkbox"/> 5,741,431	6,966,676
	c	Investments—corporate bonds (attach schedule).	783,328	<input checked="" type="checkbox"/> 672,068	774,917
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	99,283	<input checked="" type="checkbox"/> 253,422	483,743
	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)	7,043,675	7,068,997	8,623,856	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	7,043,675	7,068,997	
	30	Total net assets or fund balances (see page 17 of the instructions)	7,043,675	7,068,997	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,043,675	7,068,997	

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	7,043,675
2	Enter amount from Part I, line 27a	2	25,322
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,068,997
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	7,068,997

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 Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
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	204,374
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☒ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,299
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	8,299
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	8,299
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,200	
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	5,200
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	3,099
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 <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶RONALD C CHRISTIAN Telephone no ▶(513) 381-2838 Located at ▶425 WALNUT STREET SUITE 1800 CINCINNATI OH ZIP +4 ▶45202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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
See Additional Data Table				
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 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the 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	8,457,165
b	Average of monthly cash balances.	1b	147,992
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,605,157
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	8,605,157
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	129,077
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,476,080
6	Minimum investment return. Enter 5% of line 5.	6	423,804

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	423,804
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,299
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,299
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	415,505
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	415,505
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	415,505

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	389,628
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	389,628
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	389,628
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				415,505
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			359,428	
b Total for prior years 20__, 20__, 20__		0		
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.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 389,628				
a Applied to 2011, but not more than line 2a			359,428	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				30,200
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				385,305
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	350,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	305,260	
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	204,374	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		509,634	0
13 Total. Add line 12, columns (b), (d), and (e).			13	509,634	509,634

[illegible]

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?

[illegible]

a 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

Form **990-PF** (2012)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4000 SHS LILLY ELI & CO	P	2010-08-19	2012-01-09
253 SH HSBC HLDGS PLC SPONSORED	P	2003-05-29	2012-01-18
3 27 SHS FEDERAL NATL MTG	P	2001-11-27	2012-01-31
2000 SHS COLGATE-PALMOLIVE CO	P	2000-09-21	2012-02-07
500 SHS GENUINE PARTS CO	P	2009-03-18	2012-02-08
2500 SHS AVERY DENNISON CORP	P	2001-01-01	2012-02-15
094 SH KINDER MORGAN	P	2004-09-10	2012-02-16
4000 SHS UNILEVER NV NEW YORK	P	2010-11-03	2012-02-22
110 47 SHS FEDERAL NATL MTG	P	2001-11-27	2012-02-29
1000 SHS KROGER CO	P	2011-01-20	2012-03-21
5000 SHS KROGER CO	P	2001-01-01	2012-03-21
35 04 SHS FEDERAL NATL MTG	P	2001-11-27	2012-03-31
FIRST COMMERCE CORP MERGE	P	2001-01-01	2012-04-10
500 SHS METLIFE INC	P	2011-10-19	2012-04-19
391 SHS METLIFE INC	P	2011-10-19	2012-04-27
60 39 SHS FEDERAL NATL MTG	P	2001-11-27	2012-04-30
184 SH HSBC HLDGS PLC SPONSORED	P	2003-05-29	2012-05-02
289 SHS METLIFE INC	P	2011-10-19	2012-05-08
1000 SHS US BANCORP DEL COM	P	2011-06-03	2012-05-09
118 SH KINDER MORGAN	P	2004-09-10	2012-05-16
5000 SHS US BANCORP DEL COM	P	2012-01-01	2012-05-18
3820 SHS METLIFE INC	P	2012-01-01	2012-05-22
2 59 SHS FEDERAL NATL MTG	P	2001-11-27	2012-05-31
2000 SHS FRANCE TELECOM SPONSORED	P	2012-01-10	2012-06-21
6000 SHS FRANCE TELECOM SPONSORED	P	2010-09-29	2012-06-21
188 SHS SOUTHERN CALIF EDISON	P	2001-01-01	2012-06-16
21 9 SHS FEDERAL NATL MTG	P	2001-11-27	2012-06-30
241 SH HSBC HLDGS PLC SPONSORED	P	2003-05-29	2012-07-05
4000 SHS SANOFI SPONSORED ADR	P	2012-01-09	2012-07-09
460 SHS WEYERHAEUSER CO	P	2007-07-27	2012-07-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3000 SHS PROCTOR & GAMBLE CO	P	2012-02-07	2012-07-13
332 SH DUKE ENERGY HOLDING	P	2010-11-02	2012-07-16
5000 SHS REDWOOD TR INC	P	2010-06-04	2012-07-27
1 99 SHS FEDERAL NATL MTG	P	2001-11-27	2012-07-31
1500 SHS REDWOOD TR INC	P	2010-06-04	2012-07-31
3500 SHS REDWOOD TR INC	P	2001-01-01	2012-08-01
023 SH KINDER MORGAN	P	2004-09-10	2012-08-15
1000 SHS GENERAL ELECTRIC CO	P	2010-11-04	2012-08-21
2 44 SHS FEDERAL NATL MTG	P	2001-11-27	2012-08-31
5,000 SHS JP MORGAN CHASE & CO	P	2012-05-18	2012-09-06
2 01 SHS FEDERAL NATL MTG	P	2001-11-27	2012-09-30
94 SH HSBC HLDGS PLC SPONSORED	P	2003-05-29	2012-10-05
500 SHS M&T BK CORP	P	2001-01-01	2012-10-08
300,000 SHS IBM INTL GROUP	P	2008-05-08	2012-10-22
2500 SHS WEYERHAEUSER CO	P	2001-01-01	2012-10-25
500 SHS INTERNATIONAL BUSINESS MACHS	P	2008-08-12	2012-10-26
34 56 SHS FEDERAL NATL MTG	P	2001-11-27	2012-10-31
2000 SHS SOUTHERN CO	P	2001-01-01	2012-11-07
289 SH KINDER MORGAN	P	2004-09-10	2012-11-15
300,000 SHS AUSTRALIAN GOV	P	2010-11-08	2012-11-15
70 41 SHS FEDERAL NATL MTG	P	2001-11-27	2012-11-30
100,000 SHS CLARK CNTY WASH	P	2012-06-04	2012-12-01
341 SH HSBC HLDGS PLC SPONSORED	P	2003-05-29	2012-12-12
87 93 SHS FEDERAL NATL MTG	P	2001-11-27	2012-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
158,826		137,311	21,515
11		13	-2
3		3	0
182,423		87,609	94,814
32,100		14,244	17,856
73,135		98,620	-25,485
7		2	5
135,218		119,840	15,378
110		111	-1
24,135		21,789	2,346
120,675		102,339	18,336
35		35	0
72			72
12,350		11,218	1,132
9,652		8,773	879
60		60	0
8		9	-1
7,128		6,484	644
31,225		24,162	7,063
8		3	5
152,490		120,811	31,679
91,579		85,709	5,870
3		3	0
24,839		30,516	-5,677
74,518		131,495	-56,977
18,800		19,054	-254
22		22	0
10		12	-2
147,864		142,502	5,362
10,478		15,373	-4,895

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
195,187		191,402	3,785
22		18	4
63,942		73,595	-9,653
2		2	0
19,410		22,079	-2,669
45,289		51,517	-6,228
2		1	1
20,855		15,900	4,955
2		2	0
189,352		168,151	21,201
2		2	0
44		46	-2
48,959		39,631	9,328
300,000		310,710	-10,710
68,605		83,551	-14,946
96,228		54,759	41,469
35		35	0
87,898		54,840	33,058
20		6	14
309,390		302,160	7,230
70		70	0
100,000		102,149	-2,149
18		17	1
88		88	0
23			23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			21,515
			-2
			0
			94,814
			17,856
			-25,485
			5
			15,378
			-1
			2,346
			18,336
			0
			72
			1,132
			879
			0
			-1
			644
			7,063
			5
			31,679
			5,870
			0
			-5,677
			-56,977
			-254
			0
			-2
			5,362
			-4,895

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			3,785
			4
			-9,653
			0
			-2,669
			-6,228
			1
			4,955
			0
			21,201
			0
			-2
			9,328
			-10,710
			-14,946
			41,469
			0
			33,058
			14
			7,230
			0
			-2,149
			1
			0
			23

Form 990PF Part VIII Line 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
JANET REED GOSS	TRUSTEE 2 00	0	0	0
425 WALNUT STREET SUITE 1800 CINCINNATI, OH 45202				
FOSTER A REED	TRUSTEE 2 00	0	0	0
425 WALNUT STREET SUITE 1800 CINCINNATI, OH 45202				
CL REED III	TRUSTEE 2 00	0	0	0
425 WALNUT STREET SUITE 1800 CINCINNATI, OH 45202				
JAMES M ANDERSON	TRUSTEE 2 00	0	0	0
425 WALNUT STREET SUITE 1800 CINCINNATI, OH 45202				
DOROTHY FOSTER REED	TRUSTEE 2 00	0	0	0
425 WALNUT STREET SUITE 1800 CINCINNATI, OH 45202				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
3RD I SOUTH ASIAN INDEPENDENT FILM 992 VALENCIA STREET SAN FRANCISCO,CA 94110	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,500
ALCOHOLISM COUNCIL OF THE CINCINNATI AREA 2828 VERNON PLACE CINCINNATI,OH 45219	N/A	PUBLIC CHARITY	GENERAL PURPOSE	25,000
ALLIANCE FOR GLOBAL JUSTICE 1247 E STREET SE WASHINGTON,DC 20003	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF OCCUPY SANDY N J	5,000
ASPEN WALDORF FOUNDATION 16543 HIGHWAY 82 CARBONDALE,CO 81623	N/A	PUBLIC CHARITY	GENERAL PURPOSE	7,500
BARD COLLEGE PO BOX 5000 ANNANDALE,NY 12504	N/A	PUBLIC CHARITY	FOR THE SUPPORT OF MUSICAL PERFORMANCES	30,000
BERKELEY STORE GALLERY INC 2322 SHATTUCK AVE APT 406 BERKELEY,CA 94704	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,100
BRENNAN-S WAVE PO BOX 7051 MISSOULA,MA 59807	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE MAX WAVE	1,000
CALIFORNIA RURAL LEGAL ASSISTANCE INC 631 HOWARD STREET SUITE 300 SAN FRANCISCO,CA 94105	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,000
CAMDEN PUBLIC LIBRARY 55 MAIN STREET CAMDEN,ME 04843	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE MILLAY SOCIETY	500
CARBONDALE COMMUNITY NONPROFIT CENTER 520 S 3RD STREET CARBONDALE,CA 81623	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE RECREATION CENTER/SPORTS COMPLEX	5,000
CENTER FOR FOOD ACTION IN NEW JERSEY 192 WDEMAREST AVE ENGLEWOOD,NJ 07631	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
CENTER FOR MAINE CONTEMPORARY ART PO BOX 147 ROCKPORT,ME 04856	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,000
CENTRAL PARK CONSERVANCY INC 14 EAST 60TH STREET 8TH FLOOR NEWYORK,NY 10022	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE TREE TRUST	2,000
CHESEPEAKE BAY FOUNDATION INC 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
CHILDREN OF SHELTERS PO BOX 439 SAN FRANCISCO,CA 94104	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHURCH OF ST LUKE AND ST MATTHEW 520 CLINTON AVE BROOKLYN,NY 11238	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF HURRICANE SANDY RELIEF	5,000
CITY ARTS AND LECTURES INC 1955 SUTTER SREET SAN FRANCISCO,CA 94115	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
CITY HARVEST INC 6 EAST 32ND STREET 5TH FLOOR NEWYORK,NY 10016	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE FOOD BANK	9,000
CITYMEALS-ON-WHEELS 355 LEXINGTON AVE 3RD FL NEWYORK,NY 10017	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
CLARK FORK COALITION PO BOX 7593 MISSOULA,MT 59807	N/A	PUBLIC CHARITY	GENERAL PURPOSE	250
COASTAL MOUNTAINS LAND TRUST 101 MOUNT BATTIE STREET CAMDEN,ME 04843	N/A	PUBLIC CHARITY	IN SUPPORT OF THE COASTAL MOUNTAINS LAND TRUST'S CAMPAIGN FOR CONSERVING BALD AND RAGGED MOUNTAINS	10,000
COLORADO ROCKY MOUNTAIN SCHOOL (CRMS) 1493 COUNTY ROAD SUITE 106 CARBONDALE,CO 81623	N/A	PUBLIC CHARITY	IN SUPPORT OF THE PETER REED MEMORIAL HEALTH PROGRAM	5,000
COMMUNITY FOUNDATIONS OF THE HUDSON VALLEY 80 WASHINGTON STREET STE 201 POUGHKEEPSIE,NY 12601	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
COMPASSIONATE CARE ALS INC PO BOX 1052 WEST FALMOUTH,MA 02574	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
CORNELL UNIVERSITY 377 PINE TREE ROAD ITHACA,NY 14850	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF ALC/NATIVE SOUTH BRANCH MOOSE RIVER FISHERIES PROGRAMS IN THE RIVER AND BASS IN THE BISBY CHAIN	250
DEEP LISTENING INSTITUTE LTD PO BOX 1956 KINGSTON,KY 12402	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVENUE 2ND FLOOR NEWYORK,NY 10001	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
DOE FUND 232 E 84TH STREET NEWYORK,NY 10028	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE JOBS FOR THE UNEMPLOYED PROGRAM	4,000
ENGLISH IN ACTION PO BOX 4856 BASALT,CO 81621	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
EWAM LTD PO BOX 330 ARLEE,MT 59821	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FINCA INTERNATIONAL INC 1101 14TH STREET NW 11TH FLOOR WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
FIVE VALLEYS LAND TRUST INC PO BOX 8953 MISSOULA,MT 59807	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
FRENCH INSTITUTE ALLIANCE FRANCAISE 22 EAST 60TH STREET NEW YORK,NY 10022	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
FRENCH-AMERICAN INTERNATIONAL SCHOOL 150 OAK STREET SAN FRANCISCO,CA 94102	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
GOOD SHEPHERD FOOD BANK PO BOX 1807 AUBURN,ME 04211	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THOSE IN NEED	2,000
GOWANUS CANAL CONSERVANCY INC PO BOX 150-652 BROOKLYN,NY 11215	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
HABITAT FOR HUMANITY INTERNATIONAL INC 121 HABITAT STREET AMERICUS,GA 31079	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
HIGH MOUNTAIN INSTITUTE INC PO BOX 970 LEADVILLE,CO 80461	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF ENVIRONMENTAL STUDIES	2,000
HOSPICE INC 374 VIOLET AVENUE POUGHKEEPSIE,NY 12601	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
HUDSON VALLEY WRITER'S CENTER INC 300 RIVERSIDE DRIVE SLEEPY HOLLOW,NY 10591	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE EASTERN FRONTIER ARTIST RESIDENCY PROGRAM	3,500
HURRICANE ISLAND FOUNDATION PO BOX 1280 ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
INSTITUTE FOR FISHERIES RESOURCES PO BOX 29196 SAN FRANCISCO,CA 94129	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF KLAMATH BASIN COALITION GENERAL SUPPORT	1,000
ISLAND INSTITUTE PO BOX 648 ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
JOY OUTDOOR EDUCATION CENTER FOUNDATION INC PO BOX 417 CLARKSVILLE,OH 45113	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
KARUK TRIBE OF CALIFORNIA 64236 2ND AVE HAPPY CAMP,CA 96039	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE FISHERIES PROGRAM - KLAMATH RIVER	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KRONOS PERFORMING ARTS ASSOCIATION 1242 9TH AVENUE SAN FRANCISCO,CA 94122	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
LA CASA DE LAS MADRES 1663 MISSION STREET SUITE 225 SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
LEAKE AND WATTS SERVICES INC 463 HAWTHORNE AVENUE YONKERS,NY 10705	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
MAINE COAST HERITAGE TRUST 1 MAIN STREET SUITE 201 TOPSHAM,ME 04086	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,000
MANAUS FUND PO BOX 2026 CARBONDALE,CA 81623	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE THOMPSON DIVIDE COALITION	15,000
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEWYORK,NY 10028	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,000
MID KLAMATH WATERSHED COUNCIL PO BOX 409 ORLEANS,CA 95556	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE FISHERIES PROGRAM - KLAMATH RIVER	500
MIDLAND SCHOOL 1535 SCENIC AVE COSTA MESA,CA 92626	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
MILLS COLLEGE 5000 MACARTHUR BLVD OAKLAND,CA 94613	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE LOU HARRISON ROOM AND INSTRUMENT FUND	500
MISSION PREPARATORY 75 FRANCIS STREET SAN FRANCISCO,CA 94112	N/A	PUBLIC CHARITY	GENERAL PURPOSE	550
MISSOULA AREA YOUTH HOCKEY ASSOCIATION PO BOX 87 MISSOULA,MT 59806	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
MISSOULA ART MUSEUM 335 NORTH PATEE STREET MISSOULA,MT 59802	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
MUSICAL TRADITIONS INC DBA PAUL DRESHER ENSEMBLE 333 VALENCIA STREET SUITE 301 SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE DRESHER PERFORMANCE ENSEMBLE	500
NEW HOPE FOR WOMEN INC PO BOX A ROCKLAND,ME 04841	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
NEW YORK AND PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEWYORK,NY 10065	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD FORGE LIBRARY PO BOX 128 OLD FORGE,NY 13420	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
OPEN SPACE INSTITUTE INC (FBO HOUSATONIC TROUT) 1350 BROADWAY RM 201 NEW YORK,NY 10018	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE HOUSATONIC TROUT	350
OTHER MINDS 333 VALENCIA STREET SUITE 303 SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
PARTNERS IN HEALTH PO BOX 845578 BOSTON,MA 02284	N/A	PUBLIC CHARITY	GENERAL PURPOSE	14,500
PENOBSCOT MARINE MUSEUM PO BOX 498 SEARSPORT,ME 04974	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
PRECITA EYES MURALISTS 2981 24TH STREET SAN FRANCISCO,CA 94110	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE PRECITA EYES EDUCATION CENTER	500
RED HOOK EDUCATION FOUNDATION PO BOX 2 RED HOOK,NY 12571	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
REGIONAL FOOD BANK OF NE NY INC 965 ALBANY-SHAKER ROAD LATHAM,NY 12110	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET SUITE 1640 CHICAGO,IL 60611	N/A	PUBLIC CHARITY	IN MEMORY OF ANDY HARRISON	500
RIVERKEEPER INC 20 SECOR ROAD OSSINING,NY 10562	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
RODWELL DART MEMORIAL FOUNDATION 6701 CENTER DERIVE WEST SUITE 950 LOS ANGELES,CA 90045	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,000
ROXIE THEATER 3125 16TH STREET SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
SAN FRANCISCO FILM SOCIETY 39 MESA STREET SUITE 110 SAN FRANCISCO,CA 94129	N/A	PUBLIC CHARITY	GENERAL PURPOSE	40,000
SAN FRANCISCO FREE CLINIC 4900 CALIFORNIA STREET SAN FRANCISCO,CA 94118	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
SAN FRANCISCO LIVE ARTS 2097 TURK BLVD SAN FRANCISCO,CA 94115	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF ACCESSIONS COMMITTEE FOR PHOTOGRAPHY	3,000
SAN FRANCISCO SCHOOL 300 GAVEN STREET SAN FRANCISCO,CA 94134	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
SHAKE-A-LEG MIAMI INC 2620 S BAYSHORE DRIVE MIAMI,FL 33133	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
SILENT FILM FESTIVAL 833 MARKET STREET SUITE 812 SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
SOTENI INC 2366 KEMPER LANE CINCINNATI,OH 45242	N/A	PUBLIC CHARITY	IN SUPPORT OF THE AFRICAN AIDS PROJECTS AND AIDS PREVENTION FOR WOMEN	5,000
ST GEORGE'S SCHOOL 372 PURGATORY ROAD MIDDLETOWN,RI 02842	N/A	PUBLIC CHARITY	GENERAL PURPOSE	6,000
STARFISH ONE BY ONE 33424 DEEP FOREST ROAD EVERGREEN,CO 80439	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
SUPPORT FOR FAMILIES OF CHILDREN WITH DISABILITIES 1663 MISSION STREET 7TH FLOOR SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
SUSSEX SCHOOL INC 1800 SOUTH 2ND WEST MISSOULA,MT 59801	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
TENTH MOUNTAIN DIVISION HUT ASSOCIATION INC 1280 UTE AVENUE SUITE 21 ASPEN,CO 81611	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 94129	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE NATIONAL AIDS MEMORIAL GROVE PROJECT	1,000
TIVOLI FIRE CO INC PO BOX 486 TIVOLI,NY 12583	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000
TIVOLI FREE LIBRARY ASSOCIATION PO BOX 400 TIVOLI,NY 12583	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
TORREY BOTANICAL SOCIETY INC NEW YORK BOTANICAL GARDEN BRONX,NY 10458	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF NYC WILDFLOWER WEEK	500
UNITED MID-COAST CHARITIES INC PO BOX 205 CAMDEN,ME 04843	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MONTANA FOUNDATION 600 CONNELL AVE MISSOULA, MT 59812	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
WESTOVER SCHOOL INC PO BOX 847 MIDDLEBURY, CT 06762	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,500
WILDERNESS WORKSHOP PO BOX 1442 CARBONDALE, CO 81623	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
WILLIAM A FARNSWORTH LIBRARY AND ART MUSEUM 356 MAIN STREET ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	GENERAL PURPOSE	3,000
WOMEN'S INT'L NETWORK FOR GUATEMALAN SOLUTIONS INC 793 ASHBURY STREET SAN FRANCISCO, CA 94117	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
WORLDWIDE ORPHANS FOUNDATION 515 VALLEY STREET MAPLEWOOD, NJ 07040	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
WYLY COMMUNITY ARTS PO BOX 4707 BASALT, CO 81621	N/A	PUBLIC CHARITY	FOR THE BENEFIT OF THE "AFTER SCHOOL OUTREACH PROGRAM "	5,000
YOUTH SPEAKS INC 1663 MISSION STREET SUITE 604 SAN FRANCISCO, CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	500
ZEN HOSPICE PROJECT INC 44 GOUGH STREET SUITE 303 SAN FRANCISCO, CA 94103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
Total  3a				350,000

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE THENDARA FOUNDATION**EIN:** 31-1126072

Name of Bond	End of Year Book Value	End of Year Fair Market Value
\$300,000 IBM INTL GROUP CAPITAL 5.05% DUE 10/22/2012	0	0
\$250,000 MANUFACTURERS & TRANDERS TR CO DUE 12/01/2021	187,813	257,238
\$300,000 METLIFE INC NTS 5.0% DUE 11/24/2013	284,805	312,195
\$200,000 FORD MOTOR CREDIT CO. LLC	199,450	205,484

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE THENDARA FOUNDATION
EIN: 31-1126072

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,500 SHS GENUINE PARTS CO	42,733	95,370
2,100 SHS MCDONALD'S CORP	189,786	185,241
2,000 SHS COLGATE-PALMOLIVE	0	0
5,000 SHS GENERAL MILLS INC	175,240	202,100
3,000 SHS KIMBERLY-CLARK CORP	179,149	253,290
6,000 SHS KROGER CO	0	0
6,000 SHS SYSCO CORP	136,696	189,960
4,000 SHS UNILEVER NV NEW YORK	0	0
1,000 SHS ANADARKO PETROLEUM CORP	43,633	74,310
1,500 SHS EXXON MOBIL CORP	130,425	129,825
1,800 SHS ROYAL DUTCH SHELL PLC	124,230	124,110
2,000 SHS CHUBB CORP	123,081	150,640
3,122 SHS HSBC HOLDINGS PLC	154,055	165,685
4,000 SHS HANNOVER RUECKVERSICHER	92,100	155,720
1,500 SHS M&T BK CORP	118,892	147,705
10,000 SHS REDWOOD TR INC	0	0
5,000 SHS US BANCORP	113,726	123,400
6,000 SHS US BANKCORP DEL	0	0
8,000 SHS ZIONS BANCORP	172,484	171,200
2,500 SHS ABBOTT LAB INC	130,093	163,750
5,005 SHS BRISTOL MYERS SQUIBB CO	110,046	163,113
3,000 SHS JOHNSON & JOHNSON	36,301	210,300
4,000 SHS LILLY ELI & CO	0	0
4,000 SHS MERCK & CO	136,158	163,760
3,000 SHS NOVARTIS AG	181,685	189,900
10,000 SHS PFIZER INC	182,569	250,790
2,500 SHS AVERY DENNISON CORP	0	0
4,000 SHS ROCHE HOLDING LTD SPONSORED ADR	171,315	202,000
4,000 SHS CATERPILLAR INC	333,388	358,432
9,000 SHS GENERAL ELECTRIC CO	143,100	188,910

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,000 SHS 3M COMPANY	235,805	278,550
3,000 SHS AUTOMATIC DATA PROCESSING	126,844	170,790
6,000 SHS INTEL CORP	138,528	123,720
1,000 SHS INTERNATIONAL BUSINESS MACHINES	109,518	191,550
5,000 SHS MICROSOFT CORP	127,392	133,545
4,000 SHS MOLEX INC	103,745	109,320
6,000 SHS DOW CHEMICAL	166,769	193,974
4,000 SHS DUPONT E I DE NEMOURS	166,522	179,912
4,500 SHS POTLATCH HOLDINGS INC	135,994	176,171
6,500 SHS WEYERHAEUSER CO	217,233	180,830
6,000 SHS AT&T INC	159,240	202,260
18,000 SHS DEUTSCHE TELEKOM AG	213,554	204,516
6,000 SHS FRANCE TELECOM	0	0
3,000 SHS AMERICAN ELECTRIC POWER INC	112,879	128,040
3,000 SHS DOMINION RESOURCES	95,690	155,400
2,333 SHS DUKE ENERGY CORP	128,293	148,845
3,000 SHS SOUTHERN CO	82,260	128,430
5,000 SHS METLIFE INC	0	0
2,000 SHS SOUTHERN CALIF EDISON CO	200,280	201,312

TY 2012 Investments Government Obligations Schedule

Name: THE THENDARA FOUNDATION

EIN: 31-1126072

**US Government Securities - End of
Year Book Value:**

110,058

**US Government Securities - End of
Year Fair Market Value:**

106,502

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: THE THENDARA FOUNDATION

EIN: 31-1126072

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
4,517 SHS KINDER MORGAN MANAGEMENT LLC	AT COST	99,271	340,853
3,000 SHS WESTERN GAS PARTNERS	AT COST	154,151	142,890

TY 2012 Legal Fees Schedule

Name: THE THENDARA FOUNDATION

EIN: 31-1126072

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	32,268	0		32,268

TY 2012 Other Expenses Schedule**Name:** THE THENDARA FOUNDATION**EIN:** 31-1126072

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO ATTORNEY GENERAL FILING FEE	200	0		200
PNC BANK FEES	10,862	10,862		0
FOREIGN PROCESSING FEE	620	620		0
CHECKING SERVICE FEE	143	0		143
PRIOR YEAR MISC ADJUSTMENTS	5,821	0		5,821
OTHER INCOME/LOSS WESTERN GAS PARTNERS	2,360	2,360		0

TY 2012 Other Professional Fees Schedule

Name: THE THENDARA FOUNDATION

EIN: 31-1126072

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGENCY FEES	63,932	63,932		0

TY 2012 Taxes Schedule**Name:** THE THENDARA FOUNDATION**EIN:** 31-1126072

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	9,568	9,568		0
2011 TAX PAYMENTS	2,142	2,142		0
2012 ESTIMATED TAX PAYMENTS	5,200	5,200		0