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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

A Employer identification number

AK STEEL FOUNDATION

31-1284344

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

Room/suite

B Telephone number (see instructions)

9227 CENTRE POINTE DRIVE

513-425-5000

City or town, state, and ZIP code

WEST CHESTER, OHIO 45069

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,100,389
 J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I****Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

		(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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	273,127	273,127		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	445,412			
	b Gross sales price for all assets on line 6a 1,527,312				
	7 Capital gain net income (from Part IV, line 2)		445,412		
	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	718,539	718,539		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,881			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	40,318	2,399		37,919
	24 Total operating and administrative expenses. Add lines 13 through 23	51,199	2,399		37,919
	25 Contributions, gifts, grants paid	1,977,275			1,562,464
	26 Total expenses and disbursements. Add lines 24 and 25	2,028,474	2,399		1,600,383
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(1,309,935)			
	b Net investment income (if negative, enter -0-)		716,140		
	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	275,594	457,778	457,778		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶	978	7,086	7,086		
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	12,038,288	11,635,525	11,635,525			
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶ PREPAID TAXES)	1,132					
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,315,992	12,100,389	12,100,389			
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 ▶ OTHER LIABILITIES)	1,160,000	1,575,196			
23 Total liabilities (add lines 17 through 22)	1,160,000	1,575,196				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	11,155,992	10,525,193			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)	11,155,992	10,525,193			
	31 Total liabilities and net assets/fund balances (see instructions)	12,315,992	12,100,389			

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	11,155,992
2 Enter amount from Part I, line 27a	2	(1,309,935)
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION OF INVEST	3	679,136
4 Add lines 1, 2, and 3	4	10,525,193
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,525,193

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 Sale of Mutual Funds				
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 1,527,312		1,081,900	445,412	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	445,412
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.

(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	1,806,369	12,919,940	.139812
2010	1,616,032	13,199,851	.122428
2009	1,645,510	12,704,332	.129524
2008	1,854,765	14,168,530	.130907
2007	1,464,792	16,073,615	.091130
2 Total of line 1, column (d)			2 .613801
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 .122760
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 12,397,374
5 Multiply line 4 by line 3			5 1,521,902
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,161
7 Add lines 5 and 6			7 1,529,063
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 1,600,383

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		7,161
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		7,161
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		7,161
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,800	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	400	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		7,200
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		39
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 39 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?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		☒
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		☒
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? <i>If "Yes," attach a conformed copy of the changes.</i>	☒	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		☒
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?	☒	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	☒	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Ohio		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	☒	
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)? <i>If "Yes," complete Part XIV</i>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		☒

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► N/A				
14	The books are in care of ► BARRY RACEY, TRUSTEE	Telephone no. ►	513-425-2749	
	Located at ► 9227 CENTRE POINTE DRIVE, WEST CHESTER, OH IO	ZIP+4 ►	45069	
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		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	✓
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	☒
Organizations relying on a current notice regarding disaster assistance check here		☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	☒
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?			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 STATEMENT ONE				

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 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,106,586
b	Average of monthly cash balances	1b	475,036
c	Fair market value of all other assets (see instructions)	1c	4,544
d	Total (add lines 1a, b, and c)	1d	12,586,166
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,586,166
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	188,792
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,397,374
6	Minimum investment return. Enter 5% of line 5	6	619,869

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	619,869
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,161
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,161
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	612,708
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	612,708
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	612,708

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,600,383
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,600,383
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	7,161
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,593,222

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				612,708
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	706,925			
b From 2008	1,154,588			
c From 2009	1,020,399			
d From 2010	967,503			
e From 2011	1,167,136			
f Total of lines 3a through e	5,016,551			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,600,383				
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				612,708
e Remaining amount distributed out of corpus	987,675			
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	6,004,226			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	706,925			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,297,301			
10 Analysis of line 9:				
a Excess from 2008	1,154,588			
b Excess from 2009	1,020,399			
c Excess from 2010	967,503			
d Excess from 2011	1,167,136			
e Excess from 2012	987,675			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 ☐ 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:

SEE ATTACHMENT

- b** The form in which applications should be submitted and information and materials they should include:

SEE ATTACHMENT

- c** Any submission deadlines:

SEE ATTACHMENT

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

SEE ATTACHMENT

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 <i>Paid during the year</i>				
SEE STATEMENT TWO				1,562,464
Total			▶ 3a	
b <i>Approved for future payment</i>				
SEE STATEMENT THREE				1,574,811
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	273,127	
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	445,412	
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)				718,539	
13	Total. Add line 12, columns (b), (d), and (e)				718,539	718,539

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

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

[illegible]

AK STEEL FOUNDATION

EIN. 31-1284344

December 31, 2012

PART I Line 18

TAXES

	<u>Description</u>	<u>Date</u>	<u>Amount</u>
	Excise Tax on Investment Income		10,881 00
TAXES	To Form 990-PF, Part I Line 18		<u>10,881.00</u>

AK STEEL FOUNDATION

EIN 31-1284344

December 31, 2012

PART I Line 23

OTHER EXPENSES

<u>Description</u>	<u>Date</u>	<u>Amount</u>
Service Charge on Checking Acct		184 68
Voided check from 2011		-500 00
Service Charge on Checking Acct		197 72
US Bank Professional, Contract Administrator and Investment Advisory Fee		1,533 18
Service Charge on Checking Acct		212 80
Service Charge on Checking Acct		192 69
Service Charge on Checking Acct		210 74
Self Reliance Scholarship admin fee		700 00
US Bank Professional, Contract Administrator and Investment Advisory Fee		1,639 36
Service Charge on Checking Acct		204 39
Service Charge on Checking Acct		184 78
Cox Scholar admin fees		4,000 00
Sons/Daughters Scholar admin fees		25,000 00
Filing Fee		200 00
Service Charge on Checking Acct		196 41
US Bank Professional, Contract Administrator and Investment Advisory Fee		1,534 01
Service Charge on Checking Acct		215 13
Service Charge on Checking Acct		188 16
Service Charge on Checking Acct		194 92
Steel Magnolia admin fees		2,500 00
US Bank Professional, Contract Administrator and Investment Advisory Fee		1,548 88
Service Charge on Checking Acct		216 41
Deposit from class action settlement		-235 84

OTHER EXPENSES To Form 990-PF, Part I Line 23

40,318 42

US Bank Professional, Contract Administrator and Investment Advisory Fee

2,398 83

AK STEEL FOUNDATION

EIN: 31-1284344

December 31, 2012

PART II Line 7

OTHER NOTES AND LOAN RECEIVABLE

	<u>Description</u>	<u>Date</u>	<u>Amount</u>
	Interest Receivable		7,085 81
Other Notes & Loan Receivable	To Form 990-PF, Part II Line 7		<u>7,085 81</u>

AK STEEL FOUNDATION

EIN 31-1284344

December 31, 2012

PART II Line 13

INVESTMENTS - OTHER

	<u>Description</u>	<u>Date</u>	<u>Amount</u>
Mutual Funds	Ishares S&P 500 Index E T F		8,219,815.00
Mutual Funds	Ishares Core Total US Bond Market		3,415,710 00
Investments - Other	To Form 990-PF, Part II Line 13		<u>11,635,525 00</u>

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVRG HRS/WK</u>	<u>COMPENSATION</u>	<u>EMPLOYEE BEN PLAN CONTRIB</u>	<u>EXPENSE ACCOUNT</u>
ALAN H. MCCOY 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	TRUSTEE (January 1, 2012 - January 31, 2012) 1.00	0	0	0
BARRY L. RACEY 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	TRUSTEE (April 12, 2012 - December 31, 2012) 1.00	0	0	0
DOUG MITTERHOLZER 9227 CENTRE POINTE DRIVE WEST CHESTER, OHIO 45069	TREASURER 1.00	0	0	0
SARAH CUNNINGHAM 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	EXECUTIVE DIRECTOR AND SECRETARY 1.00	0	0	0
ALBERT E. FERRARA, JR. 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	TRUSTEE 1.00	0	0	0
DAVID HORN 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	TRUSTEE 1.00	0	0	0
JOHN F. KALOSKI 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	TRUSTEE 1.00	0	0	0
JAMES L. WAINSCOTT 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	CHAIRMAN & TRUSTEE 1.00	0	0	0
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0	0	0

AK STEEL FOUNDATION

STATEMENT 2

EIN 31-1284344

December 31, 2012

PART XV
GRANTS PAID DURING THE YEAR

<u>Name</u>	<u>Type</u>	<u>Date</u>	<u>Amount</u>
See attached for itemized detail	Matching Gift		183,869 48
See attached for itemized detail	Donations		127,950 00
See attached for itemized detail	Scholarships		418,000 00
See attached for itemized detail	United Way		446,645 00
See attached for itemized detail	MultiYear Commitments		308,000 00
See attached for itemized detail	One Year Pledges		
See attached for itemized detail	Annual Contributions		78,000 00
Total Grants Paid During the Year	To Form 990-PF, Part XV, Line 3a		<u>1,562,464 48</u>

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	01/20/2012	American Heart Association	Matching Gift	50 00
Check	01/20/2012	Catholic Social Services of SW OH	Matching Gift	100 00
Check	01/20/2012	Chnstian Appalachian Project	Matching Gift	26 00
Check	01/20/2012	Community Pregnancy Center	Matching Gift	1,500 00
Check	01/20/2012	Father Flanagan's Boys Home	Matching Gift	50 00
Check	01/20/2012	Foundation to Eradicate Duchenne	Matching Gift	250 00
Check	01/20/2012	March of Dimes Foundation	Matching Gift	100 00
Check	01/20/2012	St Jude Children's Research Hospital	Matching Gift	50 00
Check	01/24/2012	Boy Scouts - Muskingum Valley	Matching Gift	150 00
Check	01/25/2012	CISE Foundation	Matching Gift	200 00
Check	01/25/2012	City Gospel Mission	Matching Gift	25 00
Check	01/25/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	01/25/2012	Richland Crisis Pregnancy Services	Matching Gift	0 00
Check	01/25/2012	St Jude Children's Research Hospital	Matching Gift	100 00
Check	01/25/2012	St Peter Claver Latin School for Boys	Matching Gift	200 00
Check	01/25/2012	The Salvation Army	Matching Gift	200 00
Check	01/25/2012	Western Pennsylvania Conservancy	Matching Gift	500 00
Check	01/26/2012	Richland Crisis Pregnancy Services	Matching Gift	650 00
Check	02/09/2012	Alzheimers Disease & Related Disorders	Matching Gift	250 00
Check	02/09/2012	American Cancer Society	Matching Gift	100 00
Check	02/09/2012	Boy Scouts - Dan Beard Council	Matching Gift	100 00
Check	02/09/2012	Cystic Fibrosis Foundation	Matching Gift	921 00
Check	02/09/2012	Freestore Foodbank	Matching Gift	100 00
Check	02/09/2012	Houston Humane Society	Matching Gift	50 00
Check	02/09/2012	Junior Achievement of Middletown	Matching Gift	25 00
Check	02/09/2012	Junior Achievement of Middletown	Matching Gift	25 00
Check	02/09/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	02/09/2012	The Salvation Army	Matching Gift	1,000 00
Check	02/15/2012	Mission of Our Lady of Mercy	Matching Gift	50 00
Check	02/15/2012	Mid-Michigan Cat Rescue	Matching Gift	250 00
Check	02/15/2012	American Red Cross - Pittsburgh	Matching Gift	50 00
Check	02/15/2012	Friends of the World Food Program	Matching Gift	2,500 00
Check	02/15/2012	Lupus Foundation of Amer W PA Chapter	Matching Gift	100 00
Check	02/15/2012	Samantan's Purse	Matching Gift	1,000 00
Check	02/15/2012	City Rescue Mission	Matching Gift	100 00
Check	02/15/2012	The Salvation Army	Matching Gift	1,000 00
Check	02/15/2012	Children's Home of Cincinnati	Matching Gift	250 00
Check	02/15/2012	International Essential Tremor Foundation	Matching Gift	1,000 00
Check	03/20/2012	Animal Friends Humane Society	Matching Gift	200 00
Check	03/20/2012	Children's Home of Cincinnati	Matching Gift	25 00
Check	03/20/2012	Cross International Catholic Outreach	Matching Gift	100 00
Check	03/20/2012	Goodwill Industres of Southern CA	Matching Gift	500 00
Check	03/20/2012	Mercy Health Partners of SW OH Foundation	Matching Gift	500 00
Check	03/20/2012	National Wildlife Federation	Matching Gift	100 00
Check	03/20/2012	Reach Out Lakota, Inc	Matching Gift	100 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	03/20/2012	Shared Harvest Foodbank	Matching Gift	33 64
Check	03/20/2012	Shared Harvest Foodbank	Matching Gift	50 00
Check	03/20/2012	St Louis University	Matching Gift	500 00
Check	03/29/2012	Bowling Green State University Foundation	Matching Gift	35 00
Check	03/29/2012	Good Counsel, Inc	Matching Gift	1,500 00
Check	03/29/2012	Hospice of North Central Ohio, Inc	Matching Gift	150 00
Check	03/29/2012	Humane Assoc of Warren County	Matching Gift	150 00
Check	03/29/2012	Leukemia and Lymphoma Society	Matching Gift	50 00
Check	03/29/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	03/29/2012	Monroe Harding Inc	Matching Gift	100 00
Check	03/29/2012	National Multiple Sclerosis Society	Matching Gift	100 00
Check	03/29/2012	One Way Farm of Fairfield	Matching Gift	50 00
Check	03/29/2012	Self-Sustaining Enterprises Inc	Matching Gift	150 00
Check	03/29/2012	Serve City	Matching Gift	200 00
Check	03/29/2012	St Jude Children's Research Hospital	Matching Gift	100 00
Check	03/29/2012	Tabor Community Services Inc	Matching Gift	500 00
Check	04/03/2012	Celiac Disease Foundation	Matching Gift	25 00
Check	04/03/2012	Cincinnati Public Radio	Matching Gift	75 00
Check	04/03/2012	Dayton OH Habitat for Humanity	Matching Gift	25 00
Check	04/03/2012	Focus on the Family	Matching Gift	90 00
Check	04/03/2012	Neediest Kids of All	Matching Gift	200 00
Check	04/03/2012	Progressive Animal Welfare Society	Matching Gift	50 00
Check	04/03/2012	RAINN	Matching Gift	50 00
Check	04/03/2012	Sacred Heart - St Vincent de Paul	Matching Gift	500 00
Check	04/03/2012	The Salvation Army	Matching Gift	100 00
Check	04/03/2012	Shared Harvest Foodbank	Matching Gift	200 00
Check	05/01/2012	American Heart Association	Matching Gift	25 00
Check	05/01/2012	Autism Society of America	Matching Gift	250 00
Check	05/01/2012	Disabled Amer Vets Charitable Service	Matching Gift	150 00
Check	05/01/2012	Doctors without Borders	Matching Gift	35 00
Check	05/01/2012	Habitat for Humanity International	Matching Gift	100 00
Check	05/01/2012	Heifer Project International	Matching Gift	270 00
Check	05/01/2012	Kiva Microfunds	Matching Gift	25 00
Check	05/01/2012	Lance Armstrong Foundation, Inc	Matching Gift	0 00
Check	05/01/2012	Matthew 25 Ministries	Matching Gift	500 00
Check	05/01/2012	Middletown Area Senior Citizens	Matching Gift	500 00
Check	05/01/2012	Seneca Hills Bible Conference	Matching Gift	5,000 00
Check	05/01/2012	Shared Harvest Foodbank	Matching Gift	50 00
Check	05/01/2012	St Jude Children's Research Hospital	Matching Gift	200 00
Check	05/01/2012	Lance Armstrong Foundation, Inc	Matching Gift	40 00
Check	05/18/2012	Friends of Radnor Lake	Matching Gift	500 00
Check	05/18/2012	Greater Pittsburgh Community Food Bank	Matching Gift	50 00
Check	06/22/2012	World Vision	Matching Gift	160 00
Check	06/22/2012	St Jude Children's Research Hospital	Matching Gift	330 00
Check	06/22/2012	World Vision	Matching Gift	600 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	06/22/2012	Autism Speaks	Matching Gift	150 00
Check	06/22/2012	Alzheimers Disease & Related Disorders	Matching Gift	150 00
Check	07/12/2012	Aberden Foundation Military Museum	Matching Gift	25 00
Check	08/13/2012	World Vision	Matching Gift	260 00
Check	08/15/2012	Autism Society of America	Matching Gift	25 00
Check	10/18/2012	Fernside Inc	Matching Gift	100.00
Check	10/31/2012	Room to Read	Matching Gift	70.00
Check	11/02/2012	Smile Train	Matching Gift	50 00
Check	04/03/2012	Community Pregnancy Center	Matching Gift	150 00
Check	05/01/2012	Hospice Care of Middletown, Inc	Matching Gift	50 00
Check	05/18/2012	Paralyzed Veterans of America	Matching Gift	100 00
Check	05/18/2012	Special Olympics, Inc	Matching Gift	100 00
Check	05/18/2012	CARE	Matching Gift	100 00
Check	05/18/2012	Easter Seals, Inc	Matching Gift	100 00
Check	05/18/2012	Seneca Hills Bible Conference	Matching Gift	30 00
Check	05/18/2012	American Diabetes Association	Matching Gift	25 00
Check	05/18/2012	Stepping Stones Ctr for Handicapped	Matching Gift	250 00
Check	05/18/2012	Shriners Hospitals for Children	Matching Gift	50 00
Check	06/22/2012	Big Brothers Big Sisters of Butler Co	Matching Gift	25 00
Check	06/22/2012	National Multiple Sclerosis Society	Matching Gift	100 00
Check	06/22/2012	Cystic Fibrosis Foundation	Matching Gift	1,950 00
Check	06/22/2012	Elizabeth's New Life Center	Matching Gift	100 00
Check	06/22/2012	Community Pregnancy Center	Matching Gift	25 00
Check	06/22/2012	Community Pregnancy Center	Matching Gift	200 00
Check	06/22/2012	World Vision	Matching Gift	1,200 00
Check	06/22/2012	American Cancer Society	Matching Gift	25 00
Check	07/12/2012	Children's Miracle Network	Matching Gift	50 00
Check	07/12/2012	City Gospel Mission	Matching Gift	500 00
Check	07/12/2012	Cystic Fibrosis Foundation	Matching Gift	1,992 00
Check	07/12/2012	Greater LA AA Chamber - Education Fund	Matching Gift	700 00
Check	07/12/2012	Amer Children's Fdn Haven House	Matching Gift	50 00
Check	07/12/2012	Hill Top Equestrian Center	Matching Gift	5,000 00
Check	07/12/2012	Hope Emergency Program	Matching Gift	1,000 00
Check	07/12/2012	Light of Life Ministries Inc	Matching Gift	400 00
Check	07/12/2012	Mid-Michigan Cat Rescue	Matching Gift	150 00
Check	07/12/2012	St Frances de Sales High School	Matching Gift	2,000 00
Check	07/12/2012	St Baldrick's Foundation	Matching Gift	200 00
Check	07/12/2012	St Baldrick's Foundation	Matching Gift	100 00
Check	07/17/2012	Clovernook Center for the Blind	Matching Gift	50 00
Check	07/17/2012	Cross International Catholic Outreach	Matching Gift	100 00
Check	07/17/2012	Habitat for Humanity International	Matching Gift	60 00
Check	07/17/2012	Middletown Community Foundation	Matching Gift	350 00
Check	07/17/2012	National Multiple Sclerosis Society	Matching Gift	100 00
Check	07/17/2012	Pillar of Fire Cincinnati	Matching Gift	360 00
Check	07/17/2012	Samantan's Purse	Matching Gift	1,000 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	07/17/2012	Seneca Hills Bible Conference	Matching Gift	30 00
Check	07/17/2012	Ursuline Academy of Cincinnati	Matching Gift	1,000 00
Check	07/20/2012	Alzheimers Disease & Related Disorders	Matching Gift	50 00
Check	07/20/2012	American Cancer Society	Matching Gift	60 00
Check	07/20/2012	American Heart Association	Matching Gift	25 00
Check	07/20/2012	American Heart Association	Matching Gift	25 00
Check	07/20/2012	American Heart Association	Matching Gift	25 00
Check	07/20/2012	American Heart Association - HQ	Matching Gift	100 00
Check	07/20/2012	American Heart Association	Matching Gift	25 00
Check	07/20/2012	American Heart Association	Matching Gift	25 00
Check	07/20/2012	Crohn's and Colitis Foundation	Matching Gift	250 00
Check	07/20/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	07/20/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	07/20/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	07/20/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	07/20/2012	Cystic Fibrosis Foundation	Matching Gift	250 00
Check	07/20/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	07/20/2012	Habitat for Humanity International	Matching Gift	50 00
Check	07/20/2012	Richland Crisis Pregnancy Services	Matching Gift	600 00
Check	08/13/2012	Campus Crusade for Christ	Matching Gift	100 00
Check	08/13/2012	Children's Hospital Colorado Foundation	Matching Gift	100 00
Check	08/13/2012	Community Pregnancy Center	Matching Gift	150 00
Check	08/13/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	08/13/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	08/13/2012	St Rita School for the Deaf	Matching Gift	50 00
Check	08/13/2012	St Rita School for the Deaf	Matching Gift	150 00
Check	08/13/2012	St Rita School for the Deaf	Matching Gift	200 00
Check	08/13/2012	World Vision	Matching Gift	105 00
Check	08/13/2012	World Wildlife Fund	Matching Gift	25 00
Check	08/15/2012	American Cancer Society	Matching Gift	50 00
Check	08/15/2012	American Heart Association	Matching Gift	25 00
Check	08/15/2012	American National Red Cross	Matching Gift	200 00
Check	08/15/2012	March of Dimes Foundation	Matching Gift	100 00
Check	08/15/2012	National Park Foundation	Matching Gift	50 00
Check	08/15/2012	Sioux Falls Area Community Foundation	Matching Gift	1,000 00
Check	08/15/2012	Smile Train	Matching Gift	100 00
Check	08/21/2012	American Heart Association	Matching Gift	25 00
Check	08/21/2012	American National Red Cross	Matching Gift	150 00
Check	08/21/2012	Boy Scouts - Muskingum Valley	Matching Gift	500 00
Check	08/21/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	08/21/2012	Progressive Animal Welfare Society	Matching Gift	500 00
Check	08/21/2012	Ronald McDonald House of Greater Cincinnati	Matching Gift	100 00
Check	08/21/2012	Leukemia and Lymphoma Society	Matching Gift	100 00
Check	08/31/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	08/31/2012	Family Hospice & Palliative Care	Matching Gift	50 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	08/31/2012	Kappa Kappa Gamma Foundation	Matching Gift	225 00
Check	08/31/2012	La Leche League International	Matching Gift	75 00
Check	08/31/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	08/31/2012	St Jude Children's Research Hospital	Matching Gift	50 00
Check	09/12/2012	Alzheimer's Association	Matching Gift	50 00
Check	09/12/2012	American Health Assistance Foundation	Matching Gift	25 00
Check	09/12/2012	Arthritis Foundation, Inc	Matching Gift	25 00
Check	09/12/2012	Boy Scouts - Dan Beard Council	Matching Gift	30 00
Check	09/12/2012	Cystic Fibrosis Foundation	Matching Gift	30 00
Check	09/12/2012	Cystic Fibrosis Foundation	Matching Gift	100 00
Check	09/12/2012	Habitat for Humanity International	Matching Gift	50 00
Check	09/12/2012	Lifesteps, Inc	Matching Gift	25 00
Check	09/12/2012	Mothers Against Drunk Driving	Matching Gift	25 00
Check	10/05/2012	American Cancer Society	Matching Gift	100 00
Check	10/05/2012	City Rescue Mission	Matching Gift	100 00
Check	10/05/2012	Cystic Fibrosis Foundation	Matching Gift	500 00
Check	10/05/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	10/05/2012	Rand Corporation	Matching Gift	2,500 00
Check	10/05/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	10/05/2012	St Baldrick's Foundation	Matching Gift	625 00
Check	10/05/2012	World Vision	Matching Gift	160 00
Check	10/18/2012	AAA Cincinnati Orphans Outing	Matching Gift	100 00
Check	10/18/2012	Alpha Chi Sigma Educ Foundation	Matching Gift	100 00
Check	10/18/2012	American Cancer Society	Matching Gift	30 00
Check	10/18/2012	American Cancer Society	Matching Gift	60 00
Check	10/18/2012	Children's Home of Cincinnati	Matching Gift	100 00
Check	10/18/2012	Community Pregnancy Center	Matching Gift	25 00
Check	10/18/2012	Honor Flight Tri State	Matching Gift	400 00
Check	10/18/2012	Hope House Rescue Mission, Inc	Matching Gift	100 00
Check	10/18/2012	Maddie's Hope	Matching Gift	150 00
Check	10/18/2012	Seneca Hills Bible Conference	Matching Gift	250 00
Check	10/24/2012	AGAPE	Matching Gift	200 00
Check	10/24/2012	Autism Speaks	Matching Gift	1,030 00
Check	10/24/2012	Boy Scouts - Dan Beard Council	Matching Gift	115 00
Check	10/24/2012	Juvenile Diabetes Research Foundation	Matching Gift	200 00
Check	10/24/2012	Leukemia and Lymphoma Society	Matching Gift	1,100 00
Check	10/24/2012	Mid-Western Children's Home	Matching Gift	200 00
Check	10/24/2012	Pan Massachusetts Challenge	Matching Gift	100 00
Check	10/24/2012	Seneca Hills Bible Conference	Matching Gift	60 00
Check	10/30/2012	Friends of the Rose Garden Mission	Matching Gift	500 00
Check	10/30/2012	Cystic Fibrosis Foundation	Matching Gift	25 00
Check	10/30/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	10/31/2012	Society of St Vincent de Paul - Pittsburgh	Matching Gift	50 00
Check	10/31/2012	American Institute for Cancer Research	Matching Gift	25 00
Check	10/31/2012	Cross International Catholic Outreach	Matching Gift	50 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	10/31/2012	Middletown Community Foundation	Matching Gift	100 00
Check	11/01/2012	Amercan Cancer Society	Matching Gift	25 00
Check	11/01/2012	Best Friends Animal Society	Matching Gift	25 00
Check	11/01/2012	City Rescue Mission	Matching Gift	200 00
Check	11/01/2012	Commission to Every Nation Inc	Matching Gift	100 00
Check	11/01/2012	Community Pregnancy Center	Matching Gift	150 00
Check	11/01/2012	Leukemia and Lymphoma Society	Matching Gift	25 00
Check	11/01/2012	National Multiple Sclerosis Society	Matching Gift	100 00
Check	11/01/2012	Society of St Vincent de Paul	Matching Gift	1,500 00
Check	11/01/2012	Smile Train	Matching Gift	250 00
Check	11/01/2012	The Salvation Army	Matching Gift	100 00
Check	11/02/2012	Alzheimers Disease & Related Disorders	Matching Gift	100 00
Check	11/02/2012	Chrstian Foundation for Chil'd & Aging	Matching Gift	200 00
Check	11/02/2012	Great Miami Valley YMCA	Matching Gift	250 00
Check	11/02/2012	Heifer Project International	Matching Gift	500 00
Check	11/02/2012	Middletown Community Foundation	Matching Gift	200 00
Check	11/02/2012	Middletown Community Foundation	Matching Gift	100 00
Check	11/02/2012	Wounded Warrior Project	Matching Gift	50 00
Check	11/02/2012	TTTS Foundation	Matching Gift	25 00
Check	11/02/2012	TTTS Foundation	Matching Gift	25 00
Check	11/02/2012	TTTS Foundation	Matching Gift	25 00
Check	11/02/2012	TTTS Foundation	Matching Gift	25 00
Check	11/02/2012	TTTS Foundation	Matching Gift	500 00
Check	11/02/2012	TTTS Foundation	Matching Gift	25 00
Check	11/02/2012	TTTS Foundation	Matching Gift	100 00
Check	11/02/2012	TTTS Foundation	Matching Gift	25 00
Check	11/07/2012	American Cancer Society	Matching Gift	50 00
Check	11/07/2012	American Heart Association	Matching Gift	25 00
Check	11/07/2012	Cross International Catholic Outreach	Matching Gift	50 00
Check	11/07/2012	Hospice Care of Middletown, Inc	Matching Gift	50 00
Check	11/07/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	11/07/2012	St Jude Children's Research Hospital	Matching Gift	100 00
Check	11/07/2012	World Vision	Matching Gift	245 00
Check	11/07/2012	Zoological Society of Cincinnati	Matching Gift	2,500 00
Check	11/12/2012	Breaking Free Therapeutic Riding Ctr	Matching Gift	1,466 00
Check	11/12/2012	Crohn's and Colitis Foundation	Matching Gift	131 00
Check	11/12/2012	Crohn's and Colitis Foundation	Matching Gift	50 00
Check	11/12/2012	Crohn's and Colitis Foundation	Matching Gift	250 00
Check	11/12/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	11/12/2012	Ohio Academy of Science	Matching Gift	100 00
Check	11/12/2012	World Vision	Matching Gift	1,000 00
Check	11/12/2012	St Jude Children's Research Hospital	Matching Gift	100 00
Check	11/13/2012	American Heart Association	Matching Gift	50 00
Check	11/13/2012	American Heart Association	Matching Gift	50 00
Check	11/13/2012	American Heart Association	Matching Gift	50 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	11/13/2012	Colonial Williamsburg Foundation	Matching Gift	250 00
Check	11/13/2012	Crohn's and Colitis Foundation	Matching Gift	50 00
Check	11/13/2012	Crohn's and Colitis Foundation	Matching Gift	100 00
Check	11/13/2012	Crohn's and Colitis Foundation	Matching Gift	50 00
Check	11/13/2012	Greater Dayton Public Television	Matching Gift	50 00
Check	11/13/2012	Seneca Hills Bible Conference	Matching Gift	30 00
Check	11/16/2012	American Heart Association	Matching Gift	100 00
Check	11/16/2012	American Heart Association	Matching Gift	25 00
Check	11/16/2012	Community Pregnancy Center	Matching Gift	2,850 00
Check	11/16/2012	Crohn's and Colitis Foundation	Matching Gift	65 50
Check	11/16/2012	Down Syndrome Association of Cincinnati	Matching Gift	150 00
Check	11/16/2012	Mission of Our Lady of Mercy	Matching Gift	50 00
Check	11/21/2012	Breaking Free Therapeutic Riding Ctr	Matching Gift	2,700 00
Check	11/21/2012	City Rescue Mission	Matching Gift	100 00
Check	11/21/2012	Commission to Every Nation Inc	Matching Gift	200 00
Check	11/21/2012	Community Blood Center	Matching Gift	4,734 34
Check	11/21/2012	Crohn's and Colitis Foundation	Matching Gift	50 00
Check	11/21/2012	Crohn's and Colitis Foundation	Matching Gift	25 00
Check	11/21/2012	Crohn's and Colitis Foundation	Matching Gift	50 00
Check	11/21/2012	Crohn's and Colitis Foundation	Matching Gift	100 00
Check	11/21/2012	DonorsChoose.org	Matching Gift	125 00
Check	11/21/2012	Down Syndrome Association of Cincinnati	Matching Gift	25 00
Check	11/21/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	11/21/2012	The Ohio State University Foundation	Matching Gift	500 00
Check	11/27/2012	Alzheimers Disease & Related Disorders	Matching Gift	220 00
Check	11/27/2012	Alzheimers Disease & Related Disorders	Matching Gift	115 00
Check	11/27/2012	American Cancer Society	Matching Gift	100 00
Check	11/27/2012	American Lung Assoc of Midland States	Matching Gift	500 00
Check	11/27/2012	NC Central University Foundation, Inc	Matching Gift	0 00
Check	11/27/2012	Susan Komen Breast Cancer Foundation	Matching Gift	25 00
Check	11/27/2012	Susan Komen Breast Cancer Foundation	Matching Gift	50 00
Check	11/27/2012	World Vision	Matching Gift	160 00
General Jour	11/27/2012	NC Central University Foundation, Inc	Matching Gift	300 00
General Jour	11/28/2012	NC Central University Foundation, Inc	Matching Gift	-300 00
Check	11/28/2012	ALS Association	Matching Gift	50 00
Check	11/28/2012	American Diabetes Association	Matching Gift	100 00
Check	11/28/2012	Community Pregnancy Center	Matching Gift	150 00
Check	11/28/2012	Leukemia and Lymphoma Society	Matching Gift	415 00
Check	11/28/2012	North Hills Community Outreach	Matching Gift	100 00
Check	11/28/2012	Progressive Animal Welfare Society	Matching Gift	500 00
Check	11/28/2012	Scholarship America	Matching Gift	500 00
Check	11/28/2012	Western Pennsylvania Conservancy	Matching Gift	500 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	25 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	25 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	25 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	100 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	100 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	35 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	50 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	25.00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	25 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	25 00
Check	12/07/2012	American Heart Association - Great Rivers	Matching Gift	100 00
Check	12/07/2012	American Heart Association	Matching Gift	50 00
Check	12/11/2012	Air Force Museum Foundation Inc	Matching Gift	0 00
Check	12/11/2012	Children's Institute of Pittsburgh	Matching Gift	100 00
Check	12/11/2012	Hospice Care of Middletown, Inc	Matching Gift	25 00
Check	12/11/2012	Susan Komen Breast Cancer Foundation	Matching Gift	25 00
Check	12/11/2012	Susan Komen Breast Cancer Foundation	Matching Gift	25 00
Check	12/11/2012	Air Force Museum Foundation Inc	Matching Gift	100 00
Check	12/14/2012	American Heart Association	Matching Gift	100 00
Check	12/14/2012	Catholic Relief Services	Matching Gift	300 00
Check	12/14/2012	Community Pregnancy Center	Matching Gift	120 00
Check	12/14/2012	Leukemia and Lymphoma Society	Matching Gift	100 00
Check	12/14/2012	Mid-Michigan Cat Rescue	Matching Gift	50 00
Check	12/14/2012	Prison Fellowship Ministries	Matching Gift	60 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	30 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
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Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/17/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	40 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	65 00
Check	12/19/2012	River Cities Harvest Inc.	Matching Gift	25 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	50 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/19/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	40 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	30 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	50 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	30 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	25 00
Check	12/21/2012	River Cities Harvest Inc	Matching Gift	40 00
Check	12/21/2012	Abilities First Foundation	Matching Gift	500 00
Check	12/21/2012	Butler County Historical Society	Matching Gift	200 00
Check	12/21/2012	Community Pregnancy Center	Matching Gift	100 00
Check	12/21/2012	Concerned Women for America	Matching Gift	100 00
Check	12/21/2012	Cross International Catholic Outreach	Matching Gift	100 00
Check	12/21/2012	Hope House Rescue Mission, Inc	Matching Gift	50 00
Check	12/21/2012	Make a Wish Foundation (W PA & S WV)	Matching Gift	100 00
Check	12/21/2012	Progressive Animal Welfare Society	Matching Gift	100 00
Check	12/21/2012	Progressive Animal Welfare Society	Matching Gift	500 00
Check	12/21/2012	Ronald McDonald House of Gtr. Cin	Matching Gift	50 00
Check	12/21/2012	The Salvation Army	Matching Gift	50 00
Check	12/21/2012	The Salvation Army - Cincinnati	Matching Gift	200 00
Check	01/20/2012	Cincinnati Public Radio	Matching Gift	60 00
Check	01/20/2012	Cincinnati Public Radio	Matching Gift	150 00
Check	01/25/2012	Cincinnati Public Radio	Matching Gift	100 00
Check	01/25/2012	Culture Works	Matching Gift	85 00
Check	02/09/2012	Dayton Society of Natural History	Matching Gift	250 00
Check	02/09/2012	Pittsburgh Essential Public Media Inc	Matching Gift	200.00
Check	02/09/2012	WQED Multimedia	Matching Gift	1,000 00
Check	02/15/2012	Miami Valley Christian B-Casting Assoc	Matching Gift	100 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	03/20/2012	Cincinnati Institute of Fine Art	Matching Gift	875 00
Check	03/20/2012	Cincinnati Opera Association	Matching Gift	150 00
Check	03/20/2012	SLB Radio Productions, Inc	Matching Gift	200 00
Check	03/29/2012	Magnolia Area Historical Society	Matching Gift	25 00
Check	04/03/2012	Friends of the Middletown Public Library	Matching Gift	50 00
Check	04/03/2012	Greater Dayton Public Television	Matching Gift	75 00
Check	04/03/2012	Greater Dayton Public Television	Matching Gift	100 00
Check	05/18/2012	Greater Cincinnati TV Ed Foundation	Matching Gift	150 00
Check	06/22/2012	Cranbrook Educational Community	Matching Gift	1,000 00
Check	07/12/2012	Dayton Metro Library	Matching Gift	25 00
Check	07/12/2012	Middletown Public Library	Matching Gift	25 00
Check	05/18/2012	Victoria Theatre Association	Matching Gift	150.00
Check	06/22/2012	The Dayton Art Institute	Matching Gift	150 00
Check	06/22/2012	Pittsburgh Community Broadcasting Corp	Matching Gift	60 00
Check	07/12/2012	Greater Cincinnati TV Ed. Foundation	Matching Gift	50 00
Check	07/12/2012	The Ptbg Trust for Cultural Resources	Matching Gift	50 00
Check	08/13/2012	Blazing Star Choral Society	Matching Gift	3,500 00
Check	08/13/2012	Greater Dayton Public Television	Matching Gift	75 00
Check	08/21/2012	Carnegie Institute	Matching Gift	130 00
Check	08/21/2012	Chemical Heritage Foundation	Matching Gift	100 00
Check	08/31/2012	Cincinnati Institute of Fine Art	Matching Gift	1,500 00
Check	08/31/2012	Cincinnati Institute of Fine Art	Matching Gift	500 00
Check	08/31/2012	Cincinnati Institute of Fine Art	Matching Gift	1,500 00
Check	09/12/2012	Lebanon Theatre Co	Matching Gift	25 00
Check	09/12/2012	Greater Dayton Public Television	Matching Gift	100 00
Check	10/18/2012	Cincinnati Public Radio	Matching Gift	100 00
Check	10/18/2012	Cincinnati Public Radio	Matching Gift	115 00
Check	10/31/2012	Butler County Symphony Association	Matching Gift	500 00
Check	11/02/2012	Butler County Symphony Association	Matching Gift	25 00
Check	11/12/2012	Cincinnati Opera Association	Matching Gift	1,000 00
Check	11/28/2012	The Dayton Art Institute	Matching Gift	100 00
Check	12/11/2012	Cincinnati Public Radio	Matching Gift	60 00
Check	12/11/2012	Hampton Community Library	Matching Gift	100 00
Check	12/11/2012	Pittsburgh Community Broadcasting Corp	Matching Gift	100 00
Check	12/14/2012	Cincinnati Shakespeare Festival	Matching Gift	100 00
Check	01/20/2012	Clearwater Christian College	Matching Gift	1,000 00
Check	01/20/2012	Otterbein University	Matching Gift	500 00
Check	01/20/2012	University of Notre Dame	Matching Gift	5,000 00
Check	01/25/2012	Purdue University	Matching Gift	500 00
Check	02/09/2012	Clearwater Christian College	Matching Gift	500 00
Check	02/09/2012	Curators of the University of Missouri	Matching Gift	25 00
Check	02/09/2012	University of Notre Dame	Matching Gift	500 00
Check	02/15/2012	University of Pittsburgh	Matching Gift	5,000 00
Check	02/15/2012	Butler Co Community College Ed Found	Matching Gift	400 00
Check	02/15/2012	Bryn Mawr College	Matching Gift	5,000 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	03/20/2012	Chatfield College	Matching Gift	500 00
Check	03/20/2012	Loyola University Maryland Inc	Matching Gift	100 00
Check	03/20/2012	Mount Saint Mary's University	Matching Gift	100 00
Check	03/29/2012	Otterbein University	Matching Gift	100 00
Check	04/03/2012	Curators of the University of Missouri	Matching Gift	100 00
Check	04/03/2012	Grove City College	Matching Gift	100 00
Check	04/03/2012	Northern KY University Foundation	Matching Gift	250 00
Check	04/03/2012	Youngstown State University Foundation	Matching Gift	250 00
Check	05/01/2012	Carnegie Mellon University	Matching Gift	200 00
Check	05/01/2012	Kent State University Foundation, Inc	Matching Gift	5,000 00
Check	05/01/2012	University of Dayton	Matching Gift	100 00
Check	05/18/2012	Xavier University	Matching Gift	500 00
Check	07/12/2012	The Catholic University of America	Matching Gift	250.00
Check	07/12/2012	University of Texas	Matching Gift	500 00
Check	08/13/2012	Kentucky Christian College	Matching Gift	300 00
Check	05/01/2012	Milwaukee School of Engineering	Matching Gift	5,000 00
Check	05/18/2012	St Louis University	Matching Gift	500 00
Check	05/18/2012	Otterbein University	Matching Gift	500 00
Check	05/18/2012	Xavier University	Matching Gift	500 00
Check	05/18/2012	Williams College	Matching Gift	100 00
Check	07/12/2012	Purdue University	Matching Gift	200 00
Check	07/12/2012	University of Dayton	Matching Gift	5,000.00
Check	07/17/2012	Grove City College	Matching Gift	500 00
Check	07/17/2012	The Ohio University Foundation	Matching Gift	105 00
Check	07/17/2012	University of Findlay	Matching Gift	2,500 00
Check	08/13/2012	Bryant University	Matching Gift	100.00
Check	08/13/2012	University of Dayton	Matching Gift	300 00
Check	08/15/2012	SD School of Mines & Tech Found	Matching Gift	1,000 00
Check	08/21/2012	University of Cincinnati Foundation	Matching Gift	100 00
Check	09/12/2012	Indiana University Foundation	Matching Gift	1,000 00
Check	09/12/2012	Rose-Hulman Institute of Technology	Matching Gift	125 00
Check	09/12/2012	University of Notre Dame	Matching Gift	500 00
Check	10/05/2012	University of Dayton	Matching Gift	100 00
Check	10/05/2012	Xavier University	Matching Gift	5,000.00
Check	10/18/2012	University of Cincinnati Foundation	Matching Gift	50 00
Check	10/24/2012	Clearwater Christian College	Matching Gift	500 00
Check	11/01/2012	Carnegie Mellon University	Matching Gift	50 00
Check	11/02/2012	The Ohio University Foundation	Matching Gift	35 00
Check	11/07/2012	Franciscan University of Steubenville	Matching Gift	2,500 00
Check	11/12/2012	Eastern Kentucky University Foundation	Matching Gift	150 00
Check	11/12/2012	Hanover College	Matching Gift	500 00
Check	11/13/2012	Miami University	Matching Gift	60 00
Check	11/16/2012	University of Pittsburgh	Matching Gift	5,000 00
Check	11/28/2012	NC Central University Foundation, Inc	Matching Gift	300 00
Check	11/28/2012	The UCLA Foundation	Matching Gift	2,000 00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	12/11/2012	Bryn Mawr College	Matching Gift	0 00
Check	12/11/2012	Bryn Mawr College	Matching Gift	5,000 00
Check	12/11/2012	Purdue University	Matching Gift	500 00
Check	12/14/2012	Clearwater Christian College	Matching Gift	1,000 00
Check	12/14/2012	University of Cincinnati Foundation	Matching Gift	25 00
Check	12/14/2012	University of Notre Dame	Matching Gift	5,000 00
TOTAL MATCHING GIFTS				183,869.48
Check	01/19/2012	American Heart Association	Donation	500 00
Check	01/19/2012	Otterbein Homes	Donation	5,000 00
Check	01/19/2012	People Working Cooperatively, Inc	Donation	1,000 00
Check	01/19/2012	University of Dayton	Donation	1,500.00
Check	03/20/2012	Big Brothers Big Sisters of Butler Co	Donation	750 00
Check	03/29/2012	Coalition for a Drug-Free Gtr Cin	Donation	500 00
Check	03/29/2012	City Gospel Mission	Donation	1,000 00
Check	03/29/2012	Abilities First Foundation	Donation	3,500 00
Check	03/29/2012	Alzheimer's Disease & Rel Dis Gtr Cin	Donation	5,500 00
Check	03/29/2012	The Salvation Army	Donation	1,000 00
Check	03/29/2012	National Kidney Foundation Inc	Donation	500 00
Check	03/29/2012	OH Foundation of Ind Colleges Inc	Donation	4,000 00
Check	04/27/2012	American Cancer Society	Donation	5,000 00
Check	04/27/2012	Hunger Task Force of Greater Cleveland	Donation	1,000 00
Check	04/27/2012	Junia Company	Donation	2,500 00
Check	04/27/2012	Juvenile Diabetes Research Foundation	Donation	1,000 00
Check	04/27/2012	One Way Farm of Fairfield	Donation	1,000 00
Check	04/27/2012	Safe Harbor of Northeast Kentucky	Donation	1,500 00
Check	04/27/2012	Safe Haven Farms	Donation	500 00
Check	04/27/2012	Family Y of Owensboro	Donation	1,000 00
Check	04/27/2012	Cincinnati Institute of Fine Art	Donation	25,000 00
Check	05/17/2012	Fairfield Community Foundation	Donation	25,000.00
Check	06/22/2012	Middletown Community Foundation	Donation	200 00
Check	07/06/2012	Progressive Animal Welfare Society	Donation	500 00
Check	07/20/2012	Hospice Care of Middletown, Inc	Donation	500 00
Check	07/20/2012	Legal Aid Society of Cincinnati	Donation	1,000 00
Check	08/15/2012	Community Health Clinic of Butler Co	Donation	2,000 00
Check	09/28/2012	American Lung Assoc of Mid-Atlantic	Donation	500 00
Check	09/28/2012	Great Miami Valley YMCA	Donation	1,000 00
Check	09/28/2012	Urban League of Greater Cincinnati, Inc	Donation	1,000.00
Check	10/31/2012	Community Foundation WC & Liberty	Donation	500.00
Check	10/31/2012	Middletown Community Foundation	Donation	1,000 00
Check	11/07/2012	American National Red Cross	Donation	25,000.00
Check	12/10/2012	Shared Harvest Foodbank	Donation	1,500 00
Check	12/19/2012	Alzheimer's Services of N IN Inc	Donation	5,000.00
TOTAL DONATIONS				127,950.00

2012 AK STEEL FOUNDATION

Type	Date	Name	Memo	Original Amount
Check	07/06/2012	Middletown Community Foundation	Sons and Daughters Sch	378,000 00
Check	07/06/2012	Middletown Community Foundation	Louie F Cox Memorial Sc	40,000 00
TOTAL SCHOLARSHIPS				418,000.00
Check	03/20/2012	United Way of Greater Cincinnati	Donation	62,500 00
Check	06/22/2012	United Way of Greater Cincinnati	Donation	62,500 00
Check	07/13/2012	United Way of Coshocton County	Donation	12,670 00
Check	09/28/2012	United Way of Greater Cincinnati	Donation	62,500 00
Check	09/28/2012	United Way of Richland County	Donation	45,000 00
Check	10/31/2012	United Way of Muskingum, Perry, Morgan	Donation	8,475 00
Check	11/07/2012	United Way of Southwestern Indiana	Donation	5,000 00
Check	11/07/2012	United Way of Butler County	Donation	85,000 00
Check	11/07/2012	United Way of Northeast Kentucky	Donation	39,000 00
Check	12/10/2012	United Way of the River Cities	Donation	1,500 00
Check	12/14/2012	United Way of Greater Cincinnati	Donation	62,500 00
TOTAL UNITED WAY				446,645.00
Check	01/19/2012	Tri-State Warbird Museum	Pledge Payment	50,000 00
Check	05/17/2012	Ohio Childrens Hopspital Assoc Fd	Pledge Payment	33,000 00
Check	07/13/2012	Zoological Society of Cincinnati	Pledge Year 2 - Capital C	50,000 00
Check	09/28/2012	Children's Home of Cincinnati	Pledge Payment	100,000 00
Check	09/28/2012	Nat'l Underground Railroad Freedom Ctr	Pledge Payment	25,000 00
Check	11/07/2012	United Way of Greater Cincinnati	Winning Beginnings	50,000 00
TOTAL MULTI YEAR COMMITMENTS				308,000.00
Check	03/20/2012	Leukemia and Lymphoma Society	Donation	5,000 00
Check	03/20/2012	University of Cincinnati Foundation	2012 Cincinnati Shakeup	10,000 00
Check	06/22/2012	Boy Scouts - Dan Beard Council	Donation	5,000 00
Check	09/28/2012	Community Blood Center	Donation	10,000 00
TOTAL CONTRIBUTIONS				30,000.00
Check	05/02/2012	Foundation for the Tri-State Community	Donation	7,000 00
Check	08/08/2012	Junior Achievement of Middletown	Donation	15,000 00
Check	09/28/2012	Down Syndrome Association of Cincinnati	Donation	15,000 00
Check	10/31/2012	Ohio Cancer Research Associates	Donation	5,000 00
Check	11/21/2012	Middletown Community Foundation	Donation	6,000 00
TOTAL ANNUAL CONTRIBUTIONS				48,000.00

AK STEEL FOUNDATION
EIN. 31-1284344
December 31, 2012

STATEMENT 3

AK STEEL FOUNDATION

31-1284344

FORM 990-PF

APPROVED FOR FUTURE PAYMENT

STATEMENT 3

DESCRIPTION

AMOUNT

Sons & Daughters Scholarships (2013-2015)	595,000
Louie F. Cox Memorial AK Steel Foundation African American Scholarships (2013-2015)	60,000
Tri-State Warbirds (2013)	50,000
National Underground (2013)	25,000
Ohio Children's Hospital Association (2013-2014)	67,000
Cincinnati Zoo (2013-2015)	150,000
Butler County (Pennsylvania) YMCA	30,000
Matching Gifts committed at 12/31/2012	16,639
United Way of Greater Cincinnati	282,000
United Way Butler PA	85,000
United Way of Richland County Ohio	45,000
United Way Northeastern Kentucky	39,000
United Way Coshocton	13,000
Greater Miami Valley YMCA	25,000
Middletown Junior Achievement	15,000
Down Syndrome Association of Greater Cincinnati	15,000
Joy Outdoor Education Center Foundation (Camp Joy)	10,000
Legal Aid Society of Greater Cincinnati	10,000
Middletown Historical Society	10,000
United Way Zanesville Ohio	8,500
Leukemia and Lymphoma Society	7,500
Girl Scouts of Western Ohio	5,000
United Way Southwestern Indiana	5,000
Community Health Clinic of Butler County	5,000
Boy Scouts of America - Moraine	2,500
United Way River Cities	1,500
 Discounted value of future payments according to ASC 958-405-35	 (2,828)

TOTAL TO FORM 990-PF, PART XV, LINE 3b

1,574,811

The following outlines information regarding contribution, grant, gift, loan, scholarships, etc. programs:

- 2a) The AK Steel Sons & Daughters Scholarships
c/o Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369
- 2b) See 2012 application (attached) for information regarding submission of application
- 2c) Due date: December 31st
- 2d) See 2012 application for information regarding restrictions or limitations

- 2a) The Louie F. Cox Memorial
AK Steel Foundation African-American Scholarship Program
c/o Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369
- 2b) See 2012 application (attached) for information regarding submission of application
- 2c) Due date: December 31st
- 2d) See 2012 application for information regarding restrictions or limitations

- 2a) The Steel Magnolia Award
c/o Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369
- 2b) See 2012 application (attached) for information regarding submission of application
- 2c) Nomination forms due July 31st, Acknowledgement form due August 31st
- 2d) See 2012 nomination form for information regarding restrictions or limitations

- 2a) The AK Steel Foundation – “Sebald” Self Reliance Award
c/o The Foundation for the Tri-State Community, Inc.
855 Central Ave., Suite 300
P.O. Box 2096
Ashland, KY 41105-2096
(606) 324-3888
- 2b) See 2013 application (attached) for information regarding submission of application
- 2c) Due date: March 26th
- 2d) See 2013 application for information regarding restrictions or limitations

- 2a) All other requests from tax-exempt organizations under IRS Internal Revenue Code Section 501(c)(3)
AK Steel Foundation
9227 Centre Pointe Drive
West Chester, OH 45069
- 2b) All requests submitted in writing
- 2c) Due date: No specific due date
- 2d) No specific restrictions or limitations



THE AK STEEL
SONS & DAUGHTERS SCHOLARSHIPS
2012 APPLICATION



Making a difference where it matters most.

The AK Steel Sons and Daughters Scholarship Program makes a difference where it matters most—right here within our own AK Steel families. It's a program designed specifically for AK Steel employees, and it rewards students for outstanding academic achievement, leadership and community involvement.

Through The AK Steel Foundation, the company supports numerous community and charitable causes every year. The Sons and Daughters Scholarship Program is a proud example of why AK Steel is a respected company and solid corporate citizen.

Deadline for applications is Friday, December 30, 2011

AK Steel Sons and Daughters Scholarships

Terms of Eligibility and Application Procedure 2012

Purpose

The AK Steel Sons and Daughters Scholarships are intended to recognize and reward outstanding high school academic and non-academic achievements, and to provide financial assistance to deserving scholars pursuing a bachelor's degree on a full-time basis from an accredited U.S. state or private not-for-profit college or university. The scholarship does not cover attendance at for-profit colleges, for-profit universities or trade schools.

The scholarships are awarded for payment of authorized college expenses of \$5,000 annually, renewable for a maximum of three years, for a total potential scholarship of \$20,000. Authorized expenses are tuition, academic fees, books, room and board.

Student Eligibility

To be eligible, a student must be in his or her final year of high school and the child, stepchild or adoptive child of an Eligible Employee, as defined below. The student need not reside with the Eligible Employee. However, The AK Steel Foundation reserves the right to request verification, to its satisfaction, of the AK Steel employee's parental relationship to any student applicant solely for eligibility purposes.

To retain eligibility, a student must graduate from high school in the spring of 2012 and enter an accredited U.S. state or private not-for-profit college or university on a full-time basis (for-profit colleges, universities or trade schools are not eligible) no later than the beginning of the 2012-2013 academic year. If a student fails to do either, any previously granted scholarship award will be forfeited without any opportunity for reinstatement. Exceptions to this policy may be granted for up to one year, at the sole discretion of The Middletown Community Foundation, for extreme circumstances, such as a significant health or family circumstance. Such exceptions shall be granted only with the prior approval of The Middletown Community Foundation.

Employee Eligibility

An Eligible Employee is a full-time employee of AK Steel, or of a wholly-owned subsidiary of AK Steel, who achieves at least one year of continuous service by March 16, 2012 and who continues to be so employed at the time of selection of the scholarship recipient by The Middletown Community Foundation, provided, however, the death of an Eligible Employee during the year(s) of the student's eligibility for application will not render the student ineligible.

Eligibility of Certain College Freshmen

Certain college freshmen attending an accredited U.S. state or private not-for-profit college or university in 2012 may have been ineligible during their final year of high school for the 2011 scholarship awards solely due to the inability of the AK Steel employee-parent to satisfy the length-of-service criteria to qualify as an Eligible Employee. Should the AK Steel employee-parent now meet the length-of-service criteria, the student may apply for the AK Steel Sons and Daughters Scholarship for the 2012 academic year, whether or not the student applied for a 2011 scholarship. In such a case, all other selection criteria and eligibility requirements must be met.

Please note that this is an exception only to the general rule that an applicant must be in his or her final year of high school, and is intended solely to address ineligibility caused by the parent's inability to satisfy the continuous service requirement. In the event such a college freshman student is selected for an AK Steel Sons and Daughters Scholarship, such scholarship will be renewable (with the exception noted under the heading "Renewal" below), based on satisfactory academic progress, as determined by The Middletown Community Foundation.

Eligibility Exceptions

An otherwise eligible student who accepts a U.S. Military Academy appointment, or who receives a full scholarship (academic, sports, performing arts or other)

will no longer be eligible to receive the AK Steel Sons and Daughters Scholarship. Full scholarships include tuition, academic fees, books, room and board.

It is the responsibility of the AK Steel Sons and Daughters Scholarship recipient and the Eligible Employee to notify The AK Steel Foundation immediately if the student accepts a full scholarship subsequent to being awarded an AK Steel Sons and Daughters Scholarship.

The AK Steel Foundation reserves the right to give consideration to, and render decisions based upon, circumstances not mentioned or anticipated herein regarding student or employee eligibility. In all such cases, the interpretation of circumstances and decisions rendered by The AK Steel Foundation are final.

How to Apply

Eligible students should complete an application form and mail it to The Middletown Community Foundation in Middletown, Ohio, at 300 North Main Street, Suite 300, Middletown, OH 45042. Portions of the application must also be completed and signed by the Eligible Employee and the student's high school principal or guidance counselor. The original completed and signed application form must be received at The Middletown Community Foundation with a postmark of or prior to Friday, December 30, 2011. It is the responsibility of the applicant to obtain verification that the application was received by the deadline. Application forms, which include these Terms of Eligibility and Application Procedures, are available from the following:

- The Human Resource department or representative at your plant location
- As a printable form on the home page of AK Steel's Web site (www.aksteel.com)
- The AK Steel Foundation
9227 Centre Pointe Drive
West Chester, OH 45069
(513) 425-5038
- The Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369

Selection of Scholarship Recipients

The administration of the AK Steel Sons and Daughters Scholarship program is conducted by The Middletown Community Foundation. Final scholarship recipients are selected by an independent committee of college professionals selected solely by The Middletown Community Foundation. No employees of AK Steel or members of The AK Steel Foundation are involved in any way with the appointment of the independent selection committee members or of the selection of scholarship recipients, with the exception of determining student and AK Steel parent eligibility.

The Middletown Community Foundation will determine semifinalists based on SAT and ACT scores (either score is acceptable), as well as high school class rank. Students are strongly encouraged to take SAT and ACT tests well in advance of the scholarship deadline. Semifinalists will be notified by The Middletown Community Foundation, and will then be required to submit additional academic and non-academic information, including community activities, school activities, work experience and a personal statement. All requested information must be submitted before the stated deadline for a semifinalist to be considered as a finalist.

Renewal

Eligibility for annual renewal of a scholarship is determined solely by The Middletown Community Foundation, and is based solely upon satisfactory academic progress as a full-time student and submission of an annual student statement. Renewal of a scholarship is not based on the AK Steel employee-parent's continued employment with AK Steel or an AK Steel subsidiary. The Middletown Community Foundation will communicate with scholars

the specific academic criteria and deadlines for renewal. The purpose of the AK Steel Sons and Daughters Scholarship program is to reward and assist students in achieving a bachelor's degree at an accredited U.S. state or private not-for-profit college or university. For-profit colleges, for-profit universities and trade schools are not eligible. Students not adhering to normal full-time continuous enrollment are subject to the permanent loss of renewal of the scholarship, subject only to the exception as noted under the heading "Student Eligibility" above.

Sons and Daughters Scholarship recipients remain eligible for renewal for a maximum of three years, even if they have successfully completed the requirements for a bachelor's degree in less than four years. An advanced degree renewal covers a full-time second or advanced degree program at an accredited eligible university or college.

Likewise, a student who was first awarded a scholarship as a college freshman remains eligible for a renewal for a maximum of three years, provided he or she is otherwise eligible and enrolled full-time in a second or advanced degree at an eligible university or college.

Any student meeting these criteria and seeking to renew his or her scholarship, must be eligible, have prior written approval from The Middletown Community Foundation, be enrolled full-time at an eligible university or college and pursuing the second or advanced degree within 12 calendar months of successful completion of the undergraduate degree.

Payment of Funds

The Middletown Community Foundation will issue annual scholarship checks in August, made payable to the student's college or university, and mailed directly to the school, with instructions to apply the entire amount immediately to the student's account.

Program Changes

The AK Steel Foundation reserves the right to suspend, revise, revoke or terminate this program at any time, although any such action would not affect previously awarded scholarships. The interpretation of all aspects of the AK Steel Sons and Daughters Scholarship is determined by The AK Steel Foundation, whose decisions are final.

Important Notice

You must mail your application, with original signatures, by U.S. Mail, or by a private express mail delivery service (Federal Express, UPS, DHL, etc.) to The Middletown Community Foundation. The Middletown Community Foundation will not accept e-mailed, faxed or personally delivered applications. We strongly encourage applicants to utilize mail-tracking information.

We also strongly encourage students to enclose with the application a stamped, self-addressed envelope and request that The Middletown Community Foundation notify you that your application has been timely received. You may also request that The Middletown Community Foundation send you a confirming e-mail, provided you supply a valid e-mail address. Students are responsible for maintaining all records of receipt.

The award of an AK Steel Sons and Daughters Scholarship does not constitute application for, or admission to, a college or university. Students are responsible for making application to any college or university.

Notwithstanding anything in these Terms of Eligibility and Application Procedure 2012 to the contrary, the AK Steel Sons and Daughters Scholarships shall be administered in such a manner as to comply with the IRS rules applicable to employer-based scholarship programs.



Sons and Daughters Scholarship Application

DEADLINE: Friday, December 30, 2011

[Print Clearly]

Student Information

Mr /Ms Last Name First Name Middle Name Date of Birth (Month/Date/Year)

(Circle one)

Home Address City State Zip Code

() ()

Home Phone Cell Phone Home E-mail

High School Name/Town Month/Year of High School Graduation

I have read and understand the accompanying Terms of Eligibility and Application Procedure 2012, and I hereby authorize my high school to complete the information requested below.

Student Signature Date

High School Principal/Guidance Counselor Information

Is this student a senior in high school? (circle one) Yes No High School Graduation Date (Month/Year) _____

HS Class Rank HS Class Size SAT Score/Date _____

ACT Score/Date _____

Principal or Guidance Counselor Name (Print) Signature Date

AK Steel Parent Information

Last Name First Name Middle Name Continuous Service Date

AK Steel Work Location (Plant/Sales Office) City/Town State

Home Address City State Zip Code

() ()

Home Phone Cell Phone Home E-mail

I hereby certify that the above student is my child, stepchild or adoptive child and that, to my knowledge, the information provided is correct.

AK Steel Parent Signature Date

This original completed and signed application form must be received at The Middletown Community Foundation with a postmark dated on or before Friday, December 30, 2011. See the accompanying Terms of Eligibility and Application Procedure for more information.

Mail Completed Original Form To:
AK Steel Sons and Daughters Scholarships
c/o The Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042

Questions? Please write or call:

Executive Director
The AK Steel Foundation
9227 Centre Pointe Drive
West Chester, OH 45069
(513) 425-5038

or

The Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369



The AK Steel
Sons & Daughters Scholarships



*Louie F. Cox
1934-2004*

The Louie F. Cox Memorial AK Steel Foundation African-American Scholarship Program 2012



Administered by The Middletown Community Foundation

Deadline for applications is Friday, December 30, 2011

The Louie F. Cox Memorial AK Steel Foundation African-American Scholarship Program

Terms of Eligibility and Application Procedures — 2012

Purpose

The Louie F. Cox Memorial AK Steel Foundation African-American Scholarships are intended to recognize and reward outstanding high school academic and non-academic achievements, and to provide financial assistance to deserving scholars pursuing a bachelor's degree on a full-time basis from an accredited U.S. state or private not-for-profit college or university. The scholarship does not cover attendance at for-profit colleges, for-profit universities or trade schools.

The scholarships are awarded for payment of authorized college expenses of \$5,000 annually, renewable for a maximum of three years, for a total potential scholarship of \$20,000. Authorized expenses are tuition, academic fees, books, and room and board.

High School Senior Eligibility

To be eligible, a student must be an African-American meeting the Equal Employment Opportunity's EEO-1 definition of "all persons having origins in the Black racial groups of Africa." The student must be a high school senior who will graduate from a high school located within the counties of Butler and Warren in Ohio.

To retain eligibility, a student must graduate from high school in the spring of 2012 and enter an accredited U.S. state or private not-for-profit college or university on a full-time basis (for-profit colleges, universities or trade schools are not eligible) no later than the beginning of the 2012-2013 academic year. If a student fails to do either, any previously granted scholarship award will be forfeited without any opportunity for reinstatement. Exceptions to this policy may be granted for up to one year, at the sole discretion of The Middletown Community Foundation, for extreme circumstances, such as a significant health or family circumstance. Such exceptions shall be granted only with the prior approval of The Middletown Community Foundation.

Eligibility Exceptions

An otherwise eligible student who accepts a U.S. Military Academy appointment, or who receives a full scholarship [academic, sports, performing arts or other] will no

longer be eligible to receive the Louie F. Cox Memorial AK Steel Foundation African-American Scholarship. Full scholarships include tuition, academic fees, books, and room and board.

It is the responsibility of the scholarship recipient to notify The Middletown Community Foundation immediately if the student accepts a full scholarship subsequent to being awarded a Louie F. Cox Memorial AK Steel Foundation African-American Scholarship.

The Middletown Community Foundation reserves the right to give consideration to, and render decisions based on circumstances not specifically mentioned or anticipated herein regarding student eligibility. In all such cases, the interpretation of circumstances and decisions rendered by The Middletown Community Foundation are final.

How to Apply

Eligible students should complete an application form and mail it to The Middletown Community Foundation in Middletown, Ohio. Portions of the application must also be completed and signed by the student's high school principal or guidance counselor and at least one parent.

The original completed and signed application form must be received at The Middletown Community Foundation with a postmark of or prior to Friday, December 30, 2011. It is the responsibility of the applicant to obtain verification that the application was received by the deadline. Application forms, which include these Terms of Eligibility and Application Procedures, are available from the following:

The Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369
www.mcfoundation.org

Selection of Scholarship Recipients

The administration of the Louie F. Cox Memorial AK Steel Foundation African-American Scholarship program is conducted by The Middletown Community Foundation. No preference will be given to AK Steel employees or their children. Association with AK Steel

or its subsidiaries is not a condition of eligibility. Final scholarship recipients are selected by an independent committee of college professionals selected solely by The Middletown Community Foundation. No employees of AK Steel Foundation, AK Steel or members of The AK Steel Foundation are involved in any way with the appointment of the independent selection committee members or of the selection of scholarship recipients. Students are strongly encouraged to take SAT and ACT tests well in advance of the scholarship deadline

Renewal

Eligibility for annual renewal of a scholarship is determined solely by The Middletown Community Foundation, and is based upon satisfactory academic progress as a full-time student and submission of an annual student statement.

The Middletown Community Foundation will communicate with scholars the specific academic criteria and deadlines for renewal. The purpose of the Louie F. Cox Memorial AK Steel Foundation African-American Scholarship program is to reward and assist students in achieving a bachelor's degree at an accredited U.S. state or private not-for-profit college or university in four sequential years. For-profit colleges, for-profit universities and trade schools are not eligible. Students not adhering to normal full-time continuous enrollment are subject to the permanent loss of renewal of the scholarship, subject only to the exception as noted under the heading "**High School Senior Eligibility**" above.

Louie F. Cox Memorial AK Steel Foundation African-American Scholarship recipients remain eligible for renewal for a maximum of three years, even if they have successfully completed the requirements for a bachelor's degree in less than four years. An advanced degree renewal covers a full-time second or advanced degree program at an accredited eligible university or college.

Any student meeting these criteria and seeking to renew his or her scholarship, must be eligible, and have prior written approval from The Middletown Community Foundation, and be enrolled and pursuing the second or advanced degree within 12 calendar months of successful completion of the undergraduate degree.

Payment of Funds

The Middletown Community Foundation will issue annual scholarship checks in August, made payable to the student's college or university, and mailed directly to the school, with instruction to apply the entire amount immediately to the student's account

Program Changes

The Middletown Community Foundation reserves the right to suspend, revise, revoke or terminate this program at any time, although any such action would not affect previously awarded scholarships. The supervision of all aspects of the Louie F. Cox Memorial AK Steel Foundation African-American Scholarship program is determined by The Middletown Community Foundation, whose decisions are final

Important Notice

You must mail your application, with original signatures, by U.S. Mail, or by a private express mail delivery service (Federal Express, UPS, DHL, etc.) to The Middletown Community Foundation. The Middletown Community Foundation will not accept e-mailed, faxed or personally delivered applications. We strongly encourage applicants to utilize a mail delivery method that provides proof of delivery date and tracking information.

We also strongly encourage students to enclose with the application a stamped, self-addressed envelope and request that The Middletown Community Foundation notify you that your application has been timely received. You may also request that The Middletown Community Foundation send you a confirming e-mail, provided you supply a valid e-mail address. Students are responsible for maintaining all records of receipt.

The award of a Louie F. Cox Memorial AK Steel Foundation African-American Scholarship does not constitute application for, or admission to, a college or university. Students are responsible for making application to any college or university.

Questions?

The Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042
(513) 424-7369
www.mcfoundation.org

The Louie F. Cox Memorial AK Steel Foundation African-American Scholarship 2012

List of Completed items

Student Name _____

Please submit the following pieces of information for consideration of this scholarship.

1. Scholarship Application
2. Media Release
3. Counselor's Evaluation
4. High School Records Release

Originals of each document are required. If you have any questions, please contact The Middletown Community Foundation at 513-424-7369.

The Louie F. Cox Memorial AK Steel Foundation African-American Scholarship Application

Deadline for applications is Friday, December 30, 2011 [Print Clearly]

Student Information

Mr./Ms. (Circle one)	Last Name	First Name	Middle Name	Date of Birth (Month/Date/Year)
Home Address ()		City ()	State	Zip Code
Home Phone		Cell Phone	Home E-mail	
High School Name/Town			Month/Year of Graduation	

I have read and understand the accompanying **Terms of Eligibility and Application Procedures 2012**, and I hereby authorize my high school to complete the information requested below. Further, I attest that I am eligible for this scholarship because I am a high school senior who will be graduating in spring 2012, I am African-American—per the terms outlined in the scholarship Terms of Eligibility, and I live in Butler or Warren County, Ohio.

Student Signature _____ Date _____

High School Principal/Guidance Counselor Information

Is this student a senior in high school? (circle one) Yes No
High School Graduation Date (Month/Year) _____
SAT Score/Date _____
ACT Score/Date _____

HS GPA		.		
HS Class Rank				
HS Class Size				

Principal or Guidance Counselor Name (Print) _____ Signature _____ Date _____

Parent/Guardian Information

Last Name	First Name	Middle Name
Home Address ()		City ()
State		Zip Code
Home Phone		Cell Phone
Home E-mail		
Parent/Guardian Signature _____		Date _____

This original completed and signed application form must be received at The Middletown Community Foundation with a postmark dated on or before Friday, December 30, 2011. See the accompanying **Terms of Eligibility and Application Procedures 2012** for more information.

Mail Completed Original Form To:
Louie F. Cox Memorial
AK Steel Foundation African-American Scholarship
The Middletown Community Foundation
300 North Main Street, Suite 300
Middletown, OH 45042

The Louie F. Cox Memorial
AK Steel Foundation African-American Scholarship Application 2012

Deadline for applications is Friday, December 30, 2011 [Print Clearly]

Student Name _____

1. College or university you plan to attend _____

Located in (City, State) _____

2. Employment history (give name and address of employer, hours per week, job duties)

3. School activities in grades 9 - 12

4. Academic awards received

5. Community service activities

6. What is your intended major in college? Why did you choose this major?

7. What are your goals for five years from now?

8. Describe the kind of person you think you are.

9. The Louie F. Cox Memorial AK Steel Foundation African-American Scholarship was developed with the help of, and is now named in honor of, Mr. Louie Cox, a former AK Steel employee and long-time leader in the Middletown-area community. Mr. Cox was a strong advocate for civil rights and was a president of the Middletown-area branch of the NAACP. Inspired by his service, this scholarship is designed to recognize not only outstanding academic achievement, but also dedicated service and leadership in the Middletown-area community, which includes Butler and Warren Counties in Ohio. Why should you be considered for this scholarship?

**Please Direct All Questions to
The Middletown Community Foundation
(513) 424-7369**

The Louie F. Cox Memorial
AK Steel Foundation African-American Scholarship Program 2012

Media Release

If chosen as a scholarship recipient, we agree to allow The Middletown Community Foundation, The AK Steel Foundation and the Middletown-area branch of the NAACP to use our names and photographs, and our child's name and photograph in any publicity surrounding the Louie F. Cox Memorial AK Steel Foundation African-American Scholarship.

Parent's/Guardian's Signature

Date

Student's Signature

Date

Printed Name

Printed Name

This original page, with signatures, must be returned with the completed application.

The Louie F. Cox Memorial
AK Steel Foundation African-American Scholarship Program 2012

Counselor's Evaluation

Name of Student: _____

1. Personal Characteristics:

2. Leadership Qualities:

3. School Activities:

4. Counselor Evaluation of Academic Performance:

Signature of Counselor

Date

Printed Name

This original page, with signatures, must be returned with the completed application.

The Louie F. Cox Memorial
AK Steel Foundation African-American Scholarship Program 2012

High School Record Release

We give our permission for the high school counselor (or other school personnel) to send The Middletown Community Foundation a complete transcript of the applicant's high school record (grades 9 - 12), which will include grades, class rank, the results of all available ability and achievement tests and any other pertinent information relative to the student's school performance and activities.

Parent's/Guardian's Signature

Date

Student's Signature

Date

Printed Name

Printed Name

This original page, with signatures, must be returned with the completed application.



The Steel Magnolia Award

The Steel Magnolia 2012 Nomination Form

Administered by



**MIDDLETOWN
COMMUNITY
FOUNDATION**

Funded by The AK Steel Foundation

The Steel Magnolia Award - Terms of Eligibility 2012

Purpose

The Steel Magnolia Award honors women of all ages who have faced personal adversity and have shown exceptional strength, courage, compassion and leadership through their work in support of their communities. Up to ten awards of \$1,000 each are awarded annually in the form of donations made to eligible charities in the recipient's honor. Payment of the donations will be made by the Middletown Community Foundation directly to those eligible charities designated by each of the recognized women. There will be no more than one recipient per AK Steel U.S. location per year.

Eligibility

To be eligible, a nominee must be a woman that resides in the vicinity of an AK Steel facility located in Ashland, Kentucky; Butler, Pennsylvania; Columbus, Indiana; Coshocton, Ohio; Mansfield, Ohio; Middletown, Ohio; Rockport, Indiana; Walbridge, Ohio; West Chester, Ohio; and Zanesville, Ohio. The applicant must be nominated by another individual who feels that the applicant's strength of character and community spirit are an inspiration. Awards may be given posthumously. In the event the applicant is nominated posthumously, the nominator is asked to identify a person who can complete The Steel Magnolia Acknowledgement Form.

An applicant or nominee need not be associated in any way with AK Steel; provided, however, that employees, spouses or other immediate family members of AK Steel and wholly-owned subsidiaries of AK Steel are also eligible to nominate and receive a Steel Magnolia Award.

Those women chosen as Steel Magnolia recipients are eligible for recognition one time. Others are permitted to apply multiple times.

Eligibility of Posthumous Nominees

A woman may be nominated posthumously for the award if her death occurred within one year of April 1, 2012.

How to apply

Nomination forms and Acknowledgement forms are available from the following:

- Middletown Community Foundation
300 N. Main Street, #300
Middletown, OH 45042
- As a printable form from the homepage of the Middletown Community Foundation
(www.mcfoundation.org/steelmagnolia/)

Nomination forms must be received by July 31, 2012. Acknowledgement forms must be received by August 31, 2012.

Selection of Award Recipients

The administration of the Steel Magnolia Award program is conducted by The Middletown Community Foundation. Final recipients are selected by an independent panel of judges from various plant communities selected solely by The Middletown Community Foundation. No employees of AK Steel or members of The AK Steel Foundation are involved in any way with the appointment of the independent selection committee members or with the selection of the award recipients. All requested information must be submitted before the stated deadlines for a nominee to be considered for the award.

Payment of Award

Recipients will be required to submit to The Middletown Community Foundation the name of an eligible charity within thirty (30) days of notice of selection.

Important Notice

You must mail your nomination and acknowledgement forms, with original signatures by U.S. Mail or by a private express mail delivery service (Federal Express, UPS, etc.) to The Middletown Community Foundation. The Middletown Community Foundation will not accept e-mailed, faxed or personally delivered nomination forms or acknowledgement forms. We strongly encourage nominees and applicants to utilize mail-tracking information.

Nominees and Applicants are strongly encouraged to enclose with the forms a stamped, self-addressed envelope and request that The Middletown Community Foundation notify you that your information has been timely received.



The Steel Magnolia Award



Funded by The AK Steel Foundation

The Steel Magnolia 2012 Nomination Form

DO YOU KNOW A STEEL MAGNOLIA?

The Steel Magnolia Award honors women of all ages who have faced personal adversity and have shown exceptional strength, courage, compassion and leadership through their work in support of their communities. Up to ten awards of \$1,000 each are awarded annually. The cash award will be made payable to the eligible charity of the recipient's choice. There will be no more than one recipient per AK Steel facility location per year.

If you know a woman who is a Steel Magnolia, please complete the nomination form. **Forms must be returned to the Middletown Community Foundation by July 31, 2012.**

Date: _____

1.

Name of Nominated Woman:		
Street Address		
City	State	Zip Code
Telephone		Email

2. In 500 words or less, please describe why this woman is a Steel Magnolia. Include this nomination in a typed attachment.

3. Contact information for the person making the nomination:

Name		
Street Address		
City	State	Zip Code
Telephone		Email

Please return the form to:
Middletown Community Foundation
300 N. Main Street, #300
Middletown, OH 45042
Questions, call 513-424-7369

The original and signed form must be received by mail at The Middletown Community Foundation by July 31, 2012. See the accompanying Terms of Eligibility 2012 for more information.



Foundation for the Tri-State Community, Inc.

THE AK STEEL FOUNDATION – “SEBALD” SELF-RELIANCE AWARD
A fund of the Foundation for the Tri-State Community, Inc.

ELIGIBILITY

Any graduating member of the Senior Class of the following schools: Paul G. Blazer High School; Boyd County High School; Fairview High School; Rose Hill Christian School; Russell High School

HOW TO APPLY

Complete the application. Return to your Counselor/Advisor by **March 26, 2013**.

In addition, applicant must ensure that one (1) counselor/advisor rating form and two (2) classroom teacher rating forms are received by the counselor/advisor on or before the due date. These forms are to be submitted by the Counselor/Advisor with the application. Applications that are submitted without these three forms will be considered incomplete and will not be considered by the Selection Committee.

WHY WAS THE AWARD ESTABLISHED?

The “Sebald” Self-Reliance Award was established to reward a neglected talent of a student – using his/her time wisely. This means not only in school, but also in church activities, in the community, at home or in the workplace.

This is not a scholarship. The student need not be at the top of his/her class scholastically nor must he/she be going to college to win the cash award. Please be advised that this is a taxable award. Recipients will receive a 1099 from the Foundation at year-end for tax purposes.

HOW WILL RECIPIENTS BE CHOSEN?

From the application, judges will examine school, church, community, home and job activities.

On this basis, the judges will select and interview possible Award recipients. Awards will be granted on the basis of:

- Work for Pay
- Work without Pay
- Resourcefulness with Time and Money
- Activities
- Character

Selection Committee will be comprised of members of the Ashland Breakfast Kiwanis and a representative of the Foundation for the Tri-State Community, Inc.

The AK Steel Foundation



Ashland Breakfast Kiwanis



Foundation for the Tri-State Community, Inc.

CONFIDENTIAL
APPLICATION FOR THE
THE AK STEEL FOUNDATION – “SEBALD” SELF RELIANCE AWARD
A fund of the Foundation for the Tri-State Community, Inc.

☐ MALE ☐ FEMALE

Name: _____ BIRTH DATE: _____
(First/Middle/Last)

ADDRESS: _____
(Current mailing address)

PARENTS/GUARDIANS: _____

TELEPHONE: _____
(Home) (Alternate Number)

NUMBER OF BROTHERS/SISTERS: _____

NUMBER OF INDIVIDUALS AT HOME: _____

DOES ANYONE DEPEND ON YOU FOR FINANCIAL SUPPORT?

HIGH SCHOOLS ATTENDED: 10th Grade: _____

11th Grade: _____

12th Grade: _____

PRESENT HOMEROOM TEACHER: _____

The AK Steel Foundation



Ashland Breakfast Kiwanis

EMPLOYMENT HISTORY

List all jobs, whether part-time or full-time, which you have worked. Begin with your most current position and continue back to your 9th grade year. It is vital that you include names and phone numbers as each will be contacted for verification purposes.

Employer/Company	With/ Without Pay	Phone Number	Type of Work	# Hours per Week	Start Date	End Date

NOTE: If you need extra space, please attach an extra sheet of paper.

COMMUNITY ACTIVITIES

List activities, clubs or organizations other than church or school, in which you have participated, including any positions held.

CHURCH ACTIVITIES

Church Attended: _____

Pastor: _____

Telephone Number: _____

Activities: _____

SCHOOL ACTIVITIES

List activities, clubs, organizations or sports in which you have participated, including any positions held.

10th Grade:

11th Grade:

12th Grade:

ACADEMIC SCHEDULE

11 th Grade	12 th Grade	Vocational or College

Cumulative Grade Point Average:

YOUR PLANS FOR THE FUTURE

What are your plans upon completion of high school? How have you prepared to accomplish them?

Career Goals?

ADDITIONAL INFORMATION

List any other reasons why you think that you are eligible for a Self-Reliance Award.

The above statements and information in this application are true to the best of my knowledge. I hereby give the ~~W. W. Sebald Selection Committee~~ **the Foundation for the Tri-State Community, Inc., on behalf of** The AK Steel Foundation "Sebald" Self-Reliance Award Committee my permission to investigate and confirm the contents of this application.

Your signature: _____ Date: _____

PERSONAL LETTER

Please explain on this page why you should be chosen for this award. **USE YOUR OWN WORDS AND HANDWRITING.**



Foundation for the Tri-State Community, Inc.

CONFIDENTIAL

THE AK STEEL FOUNDATION – "SEBALD" SELF-RELIANCE AWARD

A fund of the Foundation for the Tri-State Community, Inc.

CANDIDATE RATING FORM

Applicant must ensure that one (1) counselor/advisor rating form and two (2) classroom teacher rating forms are received by the counselor/advisor on or before **March 26, 2013**. These forms are to be submitted by the Counselor/Advisor with the application. Applications that are submitted without these three forms will be considered incomplete and will not be considered by the Selection Committee.

☐ Counselor/Advisor Rating Form Name: _____

☐ Teacher Rating Form Name: _____

STUDENT: _____

Please circle one rating for each characteristic.

Key to Rating System	4 = Above Average	3 = Average	2 = Below Average
Dependability and Thoroughness	4	3	2
Cultural Refinement	4	3	2
Leadership Skills	4	3	2
Industriousness	4	3	2
Mental Alertness	4	3	2
Conduct in Class, Halls, School	4	3	2
Personal Grooming and Appearance	4	3	2
Ability to get along with others	4	3	2
Time Management Skills	4	3	2
Works up to Ability	4	3	2
Communication Skills	4	3	2

Comments:

NOTE: We prefer this form be returned to the Counselors' office and not to the student.

Thank you for your time in completing this part of our application process.

The AK Steel Foundation



Ashland Breakfast Kiwanis

THE AK STEEL FOUNDATION "SEBALD" SELF-RELIANCE AWARD Process

- Applications delivered to schools last week of January.
- Applications due back to Foundation last week of March.
- Foundation staff reviews applications to ensure completeness, eligibility.
- Applications delivered to Terry Elliott – Ashland Breakfast Kiwanis
- Committee of Ashland Breakfast Kiwanis members review & score applications.
- Interviews of 16 finalists conducted late April. Interviews are scored individually by committee of approximately 10 members. Scores are then compiled with application scores to obtain the top 8, 4 female & 4 male.
- Awards are made first week of May at a reception. All 16 finalists, their parents and school counselors are invited to attend, as well as members of the Ashland Breakfast Kiwanis, AK Steel and Foundation for the Tri-State Community.

**AMENDED AND RESTATED REGULATIONS
OF
THE AK STEEL CORPORATION FOUNDATION**

**ARTICLE I
MEMBERS**

No Members. The Corporation shall have no members. For purposes of any provision of the Ohio Nonprofit Corporation Law requiring action to be taken by members, including the election of Trustees, the Trustees of the Corporation shall be considered to be the members of the Corporation, and they shall have all the rights and privileges of members.

**ARTICLE II
TRUSTEES**

Section 1. Authority and Duties. The Board of Trustees shall have general supervision and charge of the property, affairs, and finances of the Corporation.

Section 2. Number, Term of Office, Election, Qualifications, and Removal of Trustees. The number of Trustees shall be fixed from time to time by the Trustees but shall be no fewer than three (3). In order to be eligible to serve as a Trustee, each individual shall be, (i) an employee of AK Steel Corporation or one of its subsidiaries at the date of his or her election, and (ii) interested in the Corporation's charitable and philanthropic endeavors. Trustees shall be elected by a majority the Board of Trustees for a term of two (2) years and shall hold office until their respective successors are elected, except in the case of earlier resignation, removal or death.

Any Trustee may be removed from office at any time, with or without cause, by a majority of the whole Board. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires. Vacancies on the Board of Trustees caused by death, resignation, removal from office, increase of the authorized number of Trustees, or any other cause other than the expiration of a term shall be filled by vote of the remaining Trustees.

Section 3. Annual Meeting. The annual meeting of the Corporation shall take place at such time and on such date each year at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Trustees, the Chair, the Vice Chair (if any) or the Executive Director shall determine. The purposes of the annual meeting shall be to elect the officers of the Corporation, to receive the reports of officers and committees of the Board of Trustees, if any, and to transact such other business as may properly come before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Trustees shall be held on such dates and at such times as the Board of Trustees, the Chair, the Vice Chair (if any) or the Executive Director shall determine. Regular meetings shall be held at the principal offices of the

Corporation or at such other place within or without the State of Ohio as the Board of Trustees, the Chair, the Vice Chair (if any) or the Executive Director shall determine. The purposes of regular meetings of the Board of Trustees shall be to consider and act upon any matters that are proper subjects for action by the Board of Trustees.

Section 5. Special Meetings. The Chair, the Vice Chair (if any), the Executive Director or a majority of Trustees then in office may call a special meeting of the Board of Trustees, to be held at any time at the principal offices of the Corporation or at such other place within or without the State of Ohio as those calling the meeting shall determine. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

Section 6. Notice of Meetings. Not less than seven (7) days before the date fixed for an annual or regular meeting of Trustees, or two (2) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the Chair, Vice Chair (if any), Executive Director or the Trustees calling the meeting. Written notice of the date, time, and place of all annual and regular meetings of the Trustees scheduled during a specified period may be provided to the Trustees in advance of such period in lieu of separate written notices for each meeting. Notices shall be given to the Trustees by any lawful means, at the respective addresses, email address or telefacsimile numbers as they appear on the records of the Corporation; provided, however, that in the case of telefacsimile notice of transmission shall be confirmed.

Section 7. Waiver of Notice of Meetings. Notice of the time, place, and purposes of any meeting of the Board of Trustees may be waived by any Trustee in writing either before or after the holding of the meeting. The attendance of any Trustee at any meeting (or participation at a meeting held through the use of authorized communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by that Trustee of notice of the meeting.

Section 8. Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Trustees.

Section 9. Voting by Trustees. Except as otherwise provided in the Articles of Incorporation (as amended from time to time) or these Regulations, each Trustee shall be entitled to one vote on any matter properly submitted to the Trustees for their vote, consent, waiver, release, or other action. Except as otherwise required by statute, the Articles of Incorporation (as amended from time to time), or these Regulations, or in the election of Trustees, the act of a majority of the Trustees present at a meeting at which a quorum is present, is the act of the Board of Trustees.

Section 10. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Trustees, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 11. Meetings by Means of Authorized Communications Equipment. One or more Trustees may participate in a meeting of the Trustees by means of authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code, as the same may be amended from time to time. Participation of a Trustee at a meeting by authorized communications equipment in accordance with this Section 11 shall constitute presence in person at such meetings.

ARTICLE III **COMMITTEES**

Section 1. Executive Committee. The Board of Trustees may create an Executive Committee of the Board comprised of no fewer than two Trustees. The Executive Committee shall act for the Board of Trustees in the intervals between meetings of the Board of Trustees and, except to the extent determined otherwise by the Board of Trustees, shall have all authority of the Board of Trustees.

Section 2. Other Committees. The Board of Trustees may create such other committees of no fewer than two Trustees. Such committees shall have and may exercise such powers of the Board of Trustees in the management of the Corporation as may be conferred or authorized by the resolutions appointing them; however, only the Executive Committee shall have the power to fill vacancies among the Trustees or in any committee if so delegated expressly by the Board. The Board of Trustees shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee.

Section 3. Advisory Committees. The Board of Trustees, the Executive Committee or the Executive Director from time to time may also appoint committees to review, study, and advise the Board, the Executive Committee or the Executive Director as the case may be on various matters. Such advisory committees may include as members individuals who are not Trustees; provided, however, that such advisory committees shall not be permitted to act for the Board of Trustees, and the acts of such advisory committees shall not be considered acts of the Board of Trustees.

Section 4. Meetings and Actions. Committees shall act only during the intervals between meetings of the Board of Trustees and subject to the direction of the Board of Trustees. Except for advisory committees, acts of any committee within the authority expressly delegated to it shall be effective for all purposes as the act or authorization of the Trustees. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee chair or the committee may fix the time and place of a committee's meetings. Committee members may participate at meetings by means of authorized communications equipment, and such participation shall constitute presence at the meeting. Except as otherwise required by statute, the Articles of Incorporation, or these Regulations, the act of a majority of the committee members present at a meeting at which a quorum is present is the act of the committee. Committees may act by a writing or writings signed by all members of such committee. Any committee may adopt bylaws, not inconsistent with the Articles of Incorporation (as amended from time to time), these Regulations or the committee's charter (if any), for the conduct of meetings and the committee's internal governance.

ARTICLE IV

OFFICERS

Section 1. Election and Designation of Officers. The Board of Trustees shall elect a Chair, Executive Director, a Secretary, and a Treasurer, and may elect such other officers from time to time as the Board of Trustees may deem necessary or desirable. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Term of Office: Vacancies. The officers of the Corporation shall hold office until the next annual meeting of the Board of Trustees and until their respective successors are elected, except in case of earlier resignation, removal from office, or death. The Board of Trustees may remove any officer at any time, with or without cause, by a majority vote of the Trustees then in office. Any vacancy in any office may be filled by the Board of Trustees.

Section 3. Duties. The Chair shall preside at all meetings of the Board of Trustees and of the Executive Committee. The Vice Chair (if any) shall, should the Chair be absent or unavailable, exercise the authority of the Chair. Subject to directions from the Board of Trustees, the Executive Director shall have general supervision over the affairs of the Corporation. The Chair, the Executive Director and the other elected officers may execute all authorized documents, contracts, and obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Trustees. Officers other than the Chair and the Executive Director shall have such authority and perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Board of Trustees regardless whether such authority and duties are customarily incident to such office.

Section 4. Delegation of Authority and Duties. The Board of Trustees is authorized to delegate the authority and duties of any officer to any other officer, and generally to require the performance of duties in addition to those mentioned herein.

ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by the Nonprofit Corporation Law of Ohio, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee, director, officer or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Trustee, director, officer, member, manager, employee or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, limited liability company, joint venture, trust or other enterprise. The Corporation may, but shall

not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of Ohio.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year or on such other date as may be fixed from time to time by the Board of Trustees.

ARTICLE VII
AMENDMENTS

The Articles of Incorporation and these Regulations of the Corporation may be amended, or new Regulations may be adopted, by the affirmative vote of the Board of Trustees.

Adopted: July 27, 2012