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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation SUTPHIN FAMILY FOUNDATION		A Employer identification number 31-1423164	
Number and street (or P O box number if mail is not delivered to street address) PNC BANK 620 LIBERTY AVENUE NO 10THFL		B Telephone number (see instructions) (412) 762-0861	
City or town, state, and ZIP code PITTSBURGH, PA 152222705		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 15,893,726		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,485,208			
	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.	376,615	376,615		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	39,486			
	b Gross sales price for all assets on line 6a _____ 614,653				
	7 Capital gain net income (from Part IV , line 2)		135,180		
	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)	☒ 86,439	0		
	12 Total. Add lines 1 through 11	1,987,748	511,795		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	☒ 700	0		700
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 9,470	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 53,772	53,572		200
	24 Total operating and administrative expenses. Add lines 13 through 23	63,942	53,572		900
	25 Contributions, gifts, grants paid	600,600			600,600
	26 Total expenses and disbursements. Add lines 24 and 25	664,542	53,572		601,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,323,206			
	b Net investment income (if negative, enter -0-)		458,223		
	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			
	2	Savings and temporary cash investments	959,885	1,197,116	1,197,116
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,712,486	5,959,886	8,766,443
	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)	4,451,920	5,304,769	5,930,167
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,124,291	12,461,771	15,893,726	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	11,124,291	12,461,771	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	11,124,291	12,461,771	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,124,291	12,461,771	

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)	11,124,291
2	Enter amount from Part I, line 27a	1,323,206
3	Other increases not included in line 2 (itemize) ▶ _____	180,793
4	Add lines 1, 2, and 3	12,628,290
5	Decreases not included in line 2 (itemize) ▶ _____	166,519
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	12,461,771

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)
1 a	SALES OF PUBLICLY TRADED SECURITIES			
b	EATON CORP PLC CASH & STOCK MERGER		P	
c	MEDCO HEALTH SOLUTIONS CASH & STOCK MERGER		P	
d	CLASS ACTION SETTLEMENTS		P	
e	CAPITAL GAINS DIVIDENDS		P	

(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 600,000		580,186	19,814
b 180,793		166,519	14,274
c 86,400			86,400
d 49		10	39
e 14,653			14,653

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			19,814
b			14,274
c			86,400
d			39
e			14,653

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	135,180
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	534,400	13,071,239	0 040884
2010	514,401	11,301,212	0 045517
2009	552,901	9,491,869	0 058250
2008	543,773	10,567,450	0 051457
2007	439,992	11,431,278	0 038490

2 Total of line 1, column (d).	2	0 234598
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 046920
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,702,604
5 Multiply line 4 by line 3.	5	689,846
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,582
7 Add lines 5 and 6.	7	694,428
8 Enter qualifying distributions from Part XII, line 4.	8	601,500

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	9,164
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	9,164
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	9,164
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	6,000
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	3,164
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PNC BANK NA Telephone no ▶(412) 762-0861 Located at ▶620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA ZIP +4 ▶15222705			
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
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
STUART B SUTPHIN III	TRUSTEE	0	0	0
5454 EAST GALBRAITH ROAD	1 00			
CINCINNATI, OH 45236				
RICHARD H SUTPHIN	TRUSTEE	0	0	0
1 GRANDIN FARM LANE	1 00			
CINCINNATI, OH 45208				
CHRISTINE S KOHNEN	TRUSTEE	0	0	0
4735 HILL TOP LANE	1 00			
CINCINNATI, OH 45243				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	14,926,502
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,926,502
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,926,502
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	223,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,702,604
6	Minimum investment return. Enter 5% of line 5.	6	735,130

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	735,130
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	9,164
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,164
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	725,966
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	725,966
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	725,966

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	601,500
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	601,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	601,500
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				725,966
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			595,818	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 601,500				
a Applied to 2011, but not more than line 2a			595,818	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				5,682
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				720,284
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

LOUIS VALKER PNC BANK ATTN THE SUTP
201 EAST FIFTH STREET
CINCINNATI, OH 45202
(513) 651-8327

b

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

SEE THE SUTPHIN FAMILY FOUNDATION "INFORMATION FOR GRANT APPLICANTS" AVAILABLE FROM CONTACT LISTED ABOVE. APPLICATIONS MUST BE SUBMITTED USING THE GREATER CINCINNATI COMMON GRANT APPLICATION.

c

Any submission deadlines

SEE "INFORMATION FOR GRANT APPLICANTS"

d

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

SEE "INFORMATION FOR GRANT APPLICANTS"

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	600,600
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash.	1a(1)	No
(2)	Other assets.	1a(2)	No
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2013-05-03	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	TERRY GIARDINA	TERRY GIARDINA	2013-04-06		P00780919
	Firm's name ☐	PNC BANK NA		Firm's EIN ☐ 22-1146430	
		TRUST TAX DEPARTMENT			
	Firm's address ☐	PITTSBURGH, PA 152222705		Phone no (412) 768-5892	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization SUTPHIN FAMILY FOUNDATION	Employer identification number 31-1423164
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization SUTPHIN FAMILY FOUNDATION	Employer identification number 31-1423164
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	JEAN W SUTPHIN MAY 2011 CLUT PNC BANK NA 620 LIBERTY AVE 10TH FL PITTSBURGH, PA 15222	\$ 596,550	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	JEAN W SUTPHIN CLAT PNC BANK NA 620 LIBERTY AVE 10TH FL PITTSBURGH, PA 15222	\$ 888,658	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SUTPHIN FAMILY FOUNDATION	Employer identification number 31-1423164
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization SUTPHIN FAMILY FOUNDATION	Employer identification number 31-1423164
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A KID AGAIN INC 9600 MONTGOMERY ROAD LL STE 4 CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	IN SUPPORT OF THE 2012 HOLIDAY PARTY	10,000
AMERICAN RED CROSS 2111DANA AVENUE CINCINNATI,OH 45207	NONE	PUBLIC CHARITY	IN SUPPORT OF HURRICANE SANDY RELIEF EFFORTS	2,500
APARTMENT ASSOCIATION OUTREACH 525 W 5TH STREET SUITE 105 COVINGTON,KY 41011	NONE	PUBLIC CHARITY	IN SUPPORT OF RENT ASSISTANCE	11,000
AUTISM SOCIETY OF GREATER CINCINNATI P O BOX 58358 CINCINNATI,OH 45258	NONE	PUBLIC CHARITY	IN SUPPORT OF THE PROJECT CONNECTOR	10,000
BOYS HOPE GIRLS HOPE CINCINNATI 4225 MALSBARY ROAD STE 208 CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	IN SUPPORT OF SCHOLAR TUITION ASSISTANCE	10,000
CAMP JOY FOUNDATION 10117 OLD 3-C HIGHWAY BOX 417 CLARKSVILLE,OH 45113	NONE	PUBLIC CHARITY	IN SUPPORT OF UNDERSERVED CHILDREN	10,000
CENTER FOR RESPITE CARE INC 3550 WASHINGTON AVENUE CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	FOR PROGRAM SUPPORT	25,000
CET 1223 CENTRAL PKWY CINCINNATI,OH 452142890	NONE	PUBLIC CHARITY	IN SUPPORT OF THE CAPITAL REQUEST "SERVING CINCINNATI"	15,000
CINCINATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF MUSIC IS THE TICKET	7,500
CINCINNATI ART MUSEUM 953 EDEN PARK DR CINCINNATI,OH 452021557	NONE	PUBLIC CHARITY	IN SUPPORT OF ETERNAL SUMMER	30,000
CINCINNATI CHILDREN'S HOSPITAL MEDICAL CENTER 3333 BURNET AVE MCL 99002 CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	IN SUPPORT OF REVOLUTIONIZING CARE FOR BABIES	90,000
CINCINNATI NATURE CENTER 4949 TEALTOWN ROAD MILFORD,OH 45150	NONE	PUBLIC CHARITY	IN SUPPORT OF THE OUTDOOR LEARNING CENTER RENOVATION	15,000
CINCINNATI PLAYHOUSE IN THE PARK 962 MT ADAMS CIRCLE CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF THE PLAYHOUSE OUTREACH TOUR	10,000
CINCINNATI THERAPEUTIC RIDING & HORSEMANSHIP 1342 US HIGHWAY 50 MILFORD,OH 45150	NONE	PUBLIC CHARITY	IN SUPPORT OF RIDERSHIPS	10,000
CINCINNATI WORKS 708 WALNUT STREET 2ND FLOOR CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF THE PHOENIX PROGRAM	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLIFTON CULTURAL ARTS CENTER 3711 CLIFTON AVENUE CINCINNATI,OH 45220	NONE	PUBLIC CHARITY	IN SUPPORT OF THE PHASE II RENOVATIONS TO CLIFTON SCHOOL	7,500
DOWN SYNDROME ASSOCIATION OF GREATER CINCINNATI 544 LINN STREET CINCINNATI,OH 45203	NONE	PUBLIC CHARITY	IN SUPPORT OF THE PROMOTING HEALTHY RELATIONSHIPS	10,000
ELEMENTZ HIP HOP YOUTH ARTS CENTER 1100 RACE STREET CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF THE AFTER SCHOOL URBAN ARTS PROGRAM FOR INNER CITY TEENS	5,000
FAMILIES FORWARD 2400 READING ROAD STE 126 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF THE CARSON AFTER SCHOOL PROGRAMS	10,000
FIDELITY CHARITABLE GIFT FUND P O BOX 770001 CINCINNATI,OH 452770053	NONE	PUBLIC CHARITY	IN SUPPORT OF THE KOHNEN FAMILY INITIATIVE ON ALZHEIMERS & OTHER DEMENTIAS	20,000
FREESTORE FOODBANK INC 1141 CENTRAL PARKWAY CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF SPECIFIC ASSISTANCE	10,000
GIRL SCOUTS OF WESTERN OHIO 4930 CORNELL ROAD CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	IN SUPPORT OF EDUCATIONAL OUTREACH	10,000
GOOD SAMARITAN HOSPITAL FOUNDATION 375 DIXMYTH AVENUE CINCINNATI,OH 45220	NONE	PUBLIC CHARITY	IN SUPPORT OF THE FREE HEALTH CENTER OF PRICE HILL	10,000
GREATER CINCINNATI CENTER FOR ECONOMIC EDUCATION 90 WEST DANIELS P O BOX 210223 CINCINNATI,OH 452210223	NONE	PUBLIC CHARITY	IN SUPPORT OF THE STUDENT ENTERPRISE PROGRAM	15,000
HEARING SPEECH & DEAF CENTER OF GR CINCINNATI 2825 BURNET AVENUE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	IN SUPPORT OF INTEGRATING SERVICES	10,000
HOLLY HILL CHILDREN'S HOME INC 9599 SUMMER HILL ROAD CALIFORNIA,KY 41007	NONE	PUBLIC CHARITY	IN SUPPORT OF FOSTER CARE ON THE MOVE	14,600
INNER CITY YOUTH OPPORTUNITIES 1821 SUMMIT ROAD STE 210 CINCINNATI,OH 45237	NONE	PUBLIC CHARITY	IN SUPPORT OF THE ACADEMIC INTERVENTION PROGRAM	5,000
KARMA POINTS INC P O BOX 486 122 BRUEMMER ROAD MANCHESTER,OH 451440486	NONE	PUBLIC CHARITY	IN SUPPORT OFTHE MANCHESTER COMMUNITY GARDENS	18,000
LEARNING THROUGH ART INC 1420 SYCAMORE STREET STE F50 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF BOOKS ALIVE! FOR KIDS	7,500
LEUKEMIA & LYMPHOMA SOCIETY 2300 WALL STREET STE H CINCINNATI,OH 45212	NONE	PUBLIC CHARITY	IN SUPPORT OF THE PATIENT SERVICES PROGRAM	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIVING ARRANGEMENTS FOR THE DEVELOPMENTALLY DISABLED 3603 VICTORY PARKWAY CINCINNATI,OH 45229	NONE	PUBLIC CHARITY	IN SUPPORT OF DIFFERENT LIKE YOU	10,000
MADISONVILLE EDUCATION AND ASSISTANCE CENTER 4600 ERIE AVENUE CINCINNATI,OH 45227	NONE	PUBLIC CHARITY	IN SUPPORT OF THE BUILDING RENOVATION PROJECT	15,000
MAGNIFIED GIVING 209 W BENSON STREET CINCINNATI,OH 45215	NONE	PUBLIC CHARITY	IN SUPPORT OF THE STUDENT PHILANTHROPY PROGRAM	7,500
MATTHEW 25 MINISTRIES 11060 KENWOOD ROAD CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	IN SUPPORT OF THE GLOBAL VILLAGE EXPANSION	5,000
MULTIPLE SCLEROSIS SOCIETY OF SW OHIO AND NKY 4460 LAKE FOREST DRIVE CINCINNATI,OH 45242	NONE	PUBLIC CHARITY	IN SUPPORT OF THE ORGANIZATION	12,500
NEW PERCEPTIONS INC ONE SPERTI DRIVE EDGEWOOD,KY 41017	NONE	PUBLIC CHARITY	IN SUPPORT OF COMMUNITY CONNECTIONS	12,000
OVER-THE-RHINE-KITCHEN P O BOX 6045 CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	IN SUPPORT OF THE AGENCY IMPROVEMENTS AND MAINTENANCE	5,000
PROKIDS 2605 BURNET AVENUE CINCINNATI,OH 45219	NONE	PUBLIC CHARITY	IN SUPPORT OF CASA UNIVERSITY	15,000
PUBLIC LIBRARY OF CINCINNATI & HAMILTON COUNTY FOUNDATION 800 VINE STREET CINCINNATI,OH 452022009	NONE	PUBLIC CHARITY	IN SUPPORT OF THE AFTER SCHOOL EDGE EDUCATIONAL SYSTEMS	10,000
REDWOOD SCHOOL & REHABILITATION CENTER INC 71 ORPHANAGE ROAD FT MITCHELL,KY 41017	NONE	PUBLIC CHARITY	IN SUPPORT OF THE HANDICAPPED ACCESSIBLE BATHROOM FOR ADULTS NOW PROGRAM	12,500
SANTA MARIA COMMUNITY SERVICES 617 STEINER AVENUE CINCINNATI,OH 45204	NONE	PUBLIC CHARITY	IN SUPPORT OF BUILDING YOUTH ASSETS IN PRICE HILL	10,000
TALBERT HOUSE 2600 VICTORY PARKWAY CINCINNATI,OH 45206	NONE	PUBLIC CHARITY	IN SUPPORT OF THE BRIDGE/ALTERNATIVES COURTYARD	5,000
TEACH FOR AMERICA INC 221 EAST 4TH STREET STE 103-1400 CINCINNATI,OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF LAUNCHING TFA IN SOUTHWEST OHIO	10,000
THE CHILDREN'S HOME OF CINCINNATI 5050 MADISON ROAD CINCINNATI,OH 45227	NONE	PUBLIC CHARITY	IN SUPPORT OF THE AUTISM HIGH SCHOOL	10,000
THE CHILDREN'S THEATRE OF CINCINNATI 5020 OAKLAWN DRIVE SUITE 2000 CINCINNATI,OH 45227	NONE	PUBLIC CHARITY	IN SUPPORT OF THE ARTREACH/CITY OF IMMIGRANTS	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE SALVATION ARMY SW OHIO 114 CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF THE NE KENTUCKY DIVISION	12,500
YMCA OF GREATER CINCINNATI 1105 ELM STREET CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	IN SUPPORT OF THE AFTER SCHOOL EXPANSION AND ENHANCEMENT	10,000
Total  3a				600,600

TY 2012 Accounting Fees Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	700	0		700

TY 2012 All Other Program
Related Investments Schedule

Name: SUTPHIN FAMILY FOUNDATION
EIN: 31-1423164

Category	Amount
N/A	0

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Statement: THIS TRUST DOES NOT PROVIDE A COPY OF FORM 990-PF TO THE OHIO ATTORNEY GENERAL BECAUSE, IN LIEU THEREOF, IT IS REQUIRED TO FILE AN ON-LINE ANNUAL REPORT WITH THE OHIO ATTORNEY GENERAL'S OFFICE AT WWW.OHIOATTORNEYGENERAL.GOV.

**TY 2012 Investments Corporate
Stock Schedule****Name:** SUTPHIN FAMILY FOUNDATION**EIN:** 31-1423164

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	5,959,886	8,766,443

TY 2012 Investments - Other Schedule**Name:** SUTPHIN FAMILY FOUNDATION**EIN:** 31-1423164

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED	AT COST	2,844,471	2,849,054
MUTUAL FUNDS - EQUITY	AT COST	2,460,298	3,081,113

TY 2012 Other Decreases Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Description	Amount
EATON CORP SHARES DELIVERED DUE TO MANDATORY MERGER	166,519

TY 2012 Other Expenses Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO FILING FEES	200	0		200
AGENT FOR TRUSTEE FEES	53,472	53,472		0
FOREIGN TAX PROCESSING FEE	100	100		0

TY 2012 Other Income Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	39		39
PROCEEDS FROM CASH & STOCK MERGER	86,400		86,400

TY 2012 Other Increases Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Description	Amount
EATON CORP PLC SHARES RECEIVED DUE TO MANDATORY MERGER	180,793

TY 2012 Substantial Contributors Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Name	Address
JEAN W SUTPHIN CLAT	620 LIBERTY AVENUE PITTSBURGH, PA 152222705
JEAN W SUTPHIN MAY 2011 CLUT	620 LIBERTY AVENUE PITTSBURGH, PA 152222705

TY 2012 Taxes Schedule

Name: SUTPHIN FAMILY FOUNDATION

EIN: 31-1423164

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 ESTIMATED EXCISE TAX PAID	6,000	0		0
2011 FEDERAL EXCISE TAX BALANCE DUE	3,470	0		0