Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation: FRIEDLANDER FAMILY FUND

A Employer identification number: 31-6023791

Number and street (or P O box number if mail is not delivered to street address): 600 VINE STREET

Room/suite: 2100

B Telephone number: 513-621-4612

City or town, state, and ZIP code: CINCINNATI, OH 45202

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5516078.

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))

		(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	106630.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4 Dividends and interest from securities	71635.	71635.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	88802.			
	b Gross sales price for all assets on line 6a 1850721.				
	7 Capital gain net income (from Part IV, line 2)		88802.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	267070.	160440.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10500.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1275.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	12332.	1725.		0.
	19 Depreciation and depletion	173.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	1627.	426.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	25907.	2151.		0.
	25 Contributions, gifts, grants paid	567380.			567380.
	26 **Total expenses and disbursements.** Add lines 24 and 25	593287.	2151.		567380.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-326217.			
	b **Net investment income** (if negative, enter -0-)		158289.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

3

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	145274.	353506.	353506.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2734780.	2217129.	2747604.
	c Investments - corporate bonds STMT 9	950447.	834110.	864968.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 1806.			
	Less accumulated depreciation STMT 10▶ 1806.	173.	0.	0.
	15 Other assets (describe ▶ MISCELLANEOUS)	510100.	510100.	1550000.
	16 **Total assets** (to be completed by all filers)	4340774.	3914845.	5516078.
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			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4340774.	3914845.	
	30 **Total net assets or fund balances**	4340774.	3914845.	
	31 **Total liabilities and net assets/fund balances**	4340774.	3914845.	

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	4340774.
2 Enter amount from Part I, line 27a	2	-326217.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4014557.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	99712.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3914845.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS			
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	1836065.		1761919.	74146.
b	14656.			14656.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				74146.
b				14656.
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 88802.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	323528.	3984507.	.081196
2010	248567.	3695425.	.067263
2009	299563.	3495748.	.085694
2008	261719.	4473119.	.058509
2007	372402.	4518125.	.082424

2 **Total** of line 1, column (d)	2	.375086
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	.075017
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4032408.
5 Multiply line 4 by line 3	5	302499.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1583.
7 Add lines 5 and 6	7	304082.
8 Enter qualifying distributions from Part XII, line 4	8	567380.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1583.
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	1583.
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	1583.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4000.		
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	4000.
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	2417.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		2417. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WM. A. FRIEDLANDER Telephone no. ▶ 513-621-4612

Located at ▶ 600 VINE STREET, SUITE 2100, CINCINNATI, OH ZIP+4 ▶ 45202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		10500.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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12-05-12

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	4079883.
b	Average of monthly cash balances	1b	13932.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4093815.
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	4093815.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61407.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4032408.
6	**Minimum investment return.** Enter 5% of line 5	6	201620.

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	201620.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1583.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1583.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	200037.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	200037.
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	200037.

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	567380.
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	567380.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1583.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	565797.

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					200037.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	158548.				
b From 2008	47127.				
c From 2009	126400.				
d From 2010	68534.				
e From 2011	141917.				
f **Total** of lines 3a through e		542526.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	567380.				
a Applied to 2011, but not more than line 2a				0.	
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					200037.
e Remaining amount distributed out of corpus		367343.			
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		909869.			
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 instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		158548.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		751321.			
10 Analysis of line 9:					
a Excess from 2008	47127.				
b Excess from 2009	126400.				
c Excess from 2010	68534.				
d Excess from 2011	141917.				
e Excess from 2012	367343.				

Form **990-PF** (2012)

223581
12-05-12

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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:

WILLIAM A. FRIEDLANDER
600 VINE STREET, SUITE 2100, CINCINNATI, OH 45202

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

A SIMPLE ONE PAGE LETTER IS MOST EFFECTIVE

c Any submission deadlines:

NONE

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

GREATER CINCINNATI AREA; PREFER HUMAN SERVICES

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE		PUBLIC CHARITY	GENERAL FUND	567380.
Total			▶ 3a	567380.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3.	
4 Dividends and interest from securities			14	71635.	
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			14	14656.	74146.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		86294.	74146.
13 Total. Add line 12, columns (b), (d), and (e)				13	160440.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
13	GRANTS IN 2012 WERE MADE TO 177 ORGANIZATIONS, MOSTLY IN THE
	CINCINNATI AREA, AND ALL OF WHICH QUALIFIED FOR 501C(3) STATUS.
	THE GRANTS RANGED FROM HUMAN SERVICES TO ARTS AND WERE MADE ON THE
	BASIS OF THE OFFICERS' JUDGEMENT AS TO WHICH OF THE ORGANIZATIONS WERE
	CARRYING OUT ITS MISSION MOST EFFECTIVELY.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee	Date	Title
	5/14/14	PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self- employed	PTIN
JEANNE GRUENSCHLAEGER	JEANNE GRUENSCHLA	05/12/14		P00150867

Firm's name ▶ JEANNE GRUENSCHLAEGER, ATTORNEY

Firm's EIN ▶ 31-1583378

Firm's address ▶ 6193 MORROW WOODVILLE RD
MORROW, OH 45152

Phone no. 513-791-3558

223622
12-05-12

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
FRIEDLANDER FAMILY FUND

Employer identification number
31-6023791

Organization type (check one)·

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization	**Employer identification number**
FRIEDLANDER FAMILY FUND	31-6023791

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELLEN S FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	$ 97315.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	WILLIAM A. FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	$ 9315.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
FRIEDLANDER FAMILY FUND	31-6023791

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
1	IBM 500 SHS	$ 97315.	10/19/12
2	IBM 48 SHS	$ 9315.	12/20/12
		$	
		$	
		$	
		$	

Name of organization

FRIEDLANDER FAMILY FUND

Employer identification number

31-6023791

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) ▶ $

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1　　990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	COMPUTER	121907	200DB	5.00	17	1806.			1806.	1633.		173.
	* TOTAL 990-PF PG 1 DEPR					1806.		0.	1806.	1633.	0.	173.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

PART II

BARTLETT

Bartlett
PORTFOLIO APPRAISAL
Friedlander Family Fund

December 31, 2012

Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Cash and Equivalents								
	divacc	Dividend Accrual		1 894 49		1 894 49	0 0	0 0
	SWUXX	Schwab US Treasury Money Fd		311 793 89		311 793 89	7 9	0 0
				313 688 38		313 688 38	8 0	0 0
GNMA								
92 276	36210EJA8	GNMA #489957 6 500% Due 02-15-17	106 04	4 175 54	108 62	4 277 08	0 1	6 0
99 044	36201VYF3	GNMA #594810 7 000% Due 08-15-32	106 32	1 315 99	116 23	1 438 71	0 0	6 0
		Accrued Interest				28 55	0 0	
				5 491 52		5 744 34	0 1	6 0
Bond Mutual Funds								
5 594 406	BFWFX	American Capita World Bond Fund	20 40	114 134 50	21 17	118,433 58	3 0	2 3
11 205 319	PTTRX	PIMCO Total Return Fund	10 94	122,615 81	11 24	125,947 79	3 2	3 0
57 840 370	VBSSX	Vanguard Short-Term Bond Index Signal	10 23	591,839 94	10 63	614 843 13	15 7	1 5
				2764				
				828,590 25		859 224 49	21 9	1 8
				828,617 89				
Common Stocks								
570	APA	Apache Corp	82 88	47,240 37	78 50	44 745 00	1 1	1 0
250	AAPL	Apple Inc	581 82	145,455 45	532 17	133 043 22	3 4	2 0
1 500	BAMXF	Bayerische Motoren Werke A G	69 02	103 535 92	97 29	145 935 00	3 7	0 0
2	BRK A	Berkshire Hathaway Inc Class A	3 775 00	7 550 00	134 060 00	268 120 00	6 8	0 0
4,000	CNQ	Canadian Natural Res Ltd	29 84	119 373 70	28 87	115 480 00	2 9	1 7
1 000	CVE	Cenovus Energy Inc	16 71	16 709 18	33 54	33 540 00	0 9	2 8
1,200	DE	Deere Co	66 08	79 291 95	86 42	103 704 00	2 6	2 4
3 000	EMC	EMC Corp	26 35	79 054 95	25 30	75 900 00	1 9	0 0
200	GOOG	Google Inc Cl A	617 87	123 574 89	707 38	141 476 00	3 6	0 0
1 200	ITW	Illinois Tool Works	29 73	35 676 35	60 81	72 972 00	1 9	2 5
2 500	INTC	Intel Corp	16 39	40 982 49	20 62	51 550 00	1 3	4 4
548	IBM	International Business Machines Corp	12 62	6 918 08	191 55	104,969 40	2 7	1 8
1 300	LNC	Lincoln National Corp Ind	27 17	35 314 65	25 90	33 670 00	0 9	1 9
200	MA	Mastercard Inc	161 48	32 296 45	491 28	98 256 00	2 5	0 5
3 000	MSFT	Microsoft Corp	26 50	79 507 95	26 71	80 129 10	2 0	3 4
1 000	PEP	Pepsico Inc	55 50	55 500 00	68 43	68 430 00	1 7	3 1
2 000	POT	Potash Corp of Saskatchewan	40 59	81 185 95	40 69	81 380 00	2 1	2 8

In accordance with SEC guidelines we urge you to compare these account statements to those of your custodian

BARTLETT

Bartlett

PORTFOLIO APPRAISAL
Friedlander Family Fund

December 31 2012

Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct Assets	Cur Yield
1 000	SLB	Schlumberger Limited	70 92	70,917 95	69 30	69,298 60	1 8	1 8
1 400	USB	US Bancorp	25 02	35 034 97	31 94	44,716 00	1 1	2 4
2 000	WLL	Whiting Petroleum Corporation	45 50	91 005 95	43 37	86 740 00	2 2	0 0
				1 286 127 21 ✓		1 854,054 32	47 2	1 3
Mutual Funds								
4,223 635	HLMEX	Harding Loevner Emerging Markets	14 75	62 317 78	17 26	72,899 94	1 9	0 7
3,233 333	RSFTX	Royce Global Select Invmt	19 91	64 384 52	17 04	55,095 99	1 4	2 9
3 790 675	RGFAX	Royce Heritage Fund	14 47	54,861 47	14 45	54,775 25	1 4	0 2
7 112 260	RYLPX	Royce Low Priced Stock Fund	17 64	125,488 77	13 84	98,433 68	2 5	1 1
5 127 237	RYVFX	Royce Value Fund-SV	12 01	61 589 66	11 34	58 142 87	1 5	0 9
1 252 569	VGHAX	Vanguard Health Care Admiral Shs	44 68	55 964 62	60 44	75,705 27	1 9	1 9
				424,606 82 ✓		415,053 00	10 6	1 3
Exchange Traded Funds Equity								
1 000	FXC	Currencyshares Canadian Dollar	99 64	99 635 75	100 14	100 140 00	2 6	0 1
2 000	EWA	iShares MSCI Australia Index Fund	25 75	51 507 95	25 14	50 280 00	1 3	5 4
650	EWZ	iShares MSCI Brazil	74 98	48 737 15	55 94	36 361 00	0 9	2 8
700	ECH	iShares MSCI Chile Investable	70 01	49 006 76	63 24	44 268 00	1 1	1 5
1 500	ESR	iShares MSCI Emerg Mkts Eastern Europe Index	35 04	52 565 70	27 06	40 590 00	1 0	3 2
1 800	INDY	iShares S&P India Nifty 50 Index	28 17	50 708 55	24 91	44 838 00	1 1	0 4
1 000	GLD	SPDR Gold Trust	154 23	154 233 97	162 02	162 020 40	4 1	0 0
				506 395 83 ✓		478 497 40	12 2	1 3
TOTAL PORTFOLIO				3,364,900.02		3,926,261.94	100 0	1 3

[illegible]

- 1,804.49

3,363,095.53

[illegible]

3,363,033.17

In accordance with SEC guidelines we urge you to compare these account statements to those of your custodian

Reports

PART XV
FRIEDLANDER FAMILY FUND

Beginning Date: 1/1/2012
Ending Date: 12/31/2012
Via: Via FFF
Type: (All)
Charity: (All)

☑ Show Via
☐ Show Notes

Run Report | Show Graph

Date	Name	Type	Via	Amount
10/9/2012	4C Champions for Children (was CCCC) Annual	HS	Via FFF	$1,000.00
11/2/2012	AARP Foundation	MED	Via FFF	$25.00
12/28/2012	ACLU Foundation - Nat'l. (Deductible) ACLU (Not Ded.)	CIV	Via FFF	$500.00
3/30/2012	ACLU Foundation - Nat'l. (Deductible) ACLU (Not Ded)	CIV	Via FFF	$2,500.00
12/28/2012	Africare	HS	Via FFF	$2,500.00
12/28/2012	Alliance for Childhood	HS	Via FFF	$300.00
10/10/2012	Alliance for Leadership and Interconnection	ED	Via FFF	$2,500.00
10/9/2012	American Friends Service Committee - AFSC	INT	Via FFF	$2,500.00
1/25/2012	American Jewish Committee (The)	RE	Via FFF	$5,000.00
10/9/2012	American Museum of Fly Fishing	AR	Via FFF	$75.00
10/10/2012	American Red Cross	HS	Via FFF	$200 00
12/5/2012	American Red Cross	HS	Via FFF	$5,000 00
12/28/2012	American University	ED	Via FFF	$300.00
12/26/2012	Americans for Campaign Reform	MISC	Via FFF	$1,000.00
10/24/2012	Amherst College - Annual Fund	ED	Via FFF	$1,000 00
9/18/2012	Amnesty International (aka Amnesty Leadership Group)	HS	Via FFF	$500 00
10/10/2012	Art Academy of Cincinnati	CAP	Via FFF	$500.00
5/14/2012	Artworks	AR	Via FFF	$750 00
9/18/2012	Audobon Society (National)	ENV	Via FFF	$500 00
8/14/2012	Be Concerned, Inc.	HS	Via FFF	$500.00
12/28/2012	Best Friends Animal Society	MISC	Via FFF	$300.00
8/17/2012	Beth Adam Congregation	RE	Via FFF	$1,590.00
12/28/2012	Boulder Philharmonic Orchestra	AR	Via FFF	$150.00
3/30/2012	Bridges for a Just Community (formerly NCCJ of Gr Cinti)	CIV	Via FFF	$500.00
9/18/2012	Cancer Family Care		Via FFF	$500.00
9/18/2012	CARE Foundation	INT	Via FFF	$1,000.00
12/28/2012	CareConnect	HS	Via FFF	$1,000.00
12/28/2012	Carter Center (The)	HS	Via FFF	$500 00
4/10/2012	Cedar Village Foundation	HS	Via FFF	$160.00
12/28/2012	Cedar Village Foundation	HS	Via FFF	$5,000 00
12/28/2012	Center for Biological Diversity	AR	Via FFF	$500 00
10/9/2012	Central Asia Institute	HS	Via FFF	$100 00
8/14/2012	Charleston Symphony Orchestra	AR	Via FFF	$1,500.00
11/21/2012	Charter Research Institute (deductible)	CIV	Via FFF	$500.00
10/10/2012	Chatfield College - Cincinnati Campus	ED	Via FFF	$1,500.00
10/10/2012	Children's Home of Cincinnati (The)	HS	Via FFF	$500.00
9/7/2012	Cincinnati Art Museum	AR	Via FFF	$500.00
1/31/2012	Cincinnati Art Museum	AR	Via FFF	$15,000.00
10/10/2012	Cincinnati Art Museum	AR	Via FFF	$50,000.00
5/3/2012	Cincinnati Association for the Blind & Visually Impaired	HS	Via FFF	$2,000.00
12/4/2012	Cincinnati Ballet	AR	Via FFF	$100.00
8/31/2012	Cincinnati Ballet	AR	Via FFF	$25,000 00

8/31/2012	Cincinnati Ballet	AR	Via FFF	$25,000 00
12/12/2012	Cincinnati Chamber Orchestra		Via FFF	$500.00
4/16/2012	Cincinnati May Festival		Via FFF	$300 00
9/10/2012	Cincinnati Museum Center	CIV	Via FFF	$5,000.00
8/14/2012	Cincinnati Nature Center	CIV	Via FFF	$1,000.00
3/29/2012	Cincinnati Opera Association	AR	Via FFF	$1,000.00
5/14/2012	Cincinnati Parks Foundation	CIV	Via FFF	$2,500.00
9/18/2012	Cincinnati Preservation Association	CIV	Via FFF	$500 00
10/4/2012	Cincinnati Public Radio	MISC	Via FFF	$1,000.00
1/30/2012	Cincinnati Public Radio	MISC	Via FFF	$2,000.00
9/14/2012	Cincinnati Symphony Bridge Financing	AR	Via FFF	$100,000.00
5/30/2012	Cincinnati Symphony Orchestra	AR	Via FFF	$75.00
12/4/2012	Cincinnati Symphony Orchestra	AR	Via FFF	$150 00
9/14/2012	Cincinnati Symphony Orchestra	AR	Via FFF	$500 00
9/14/2012	Cincinnati Symphony Orchestra	AR	Via FFF	$2,500.00
9/14/2012	Cincinnati Symphony Orchestra	AR	Via FFF	$25,000 00
12/28/2012	Cincinnati Works	CIV	Via FFF	$1,000 00
11/21/2012	Cincinnati Zoo	CIV	Via FFF	$2,500.00
2/6/2012	Cinema School (The)	AR	Via FFF	$1,000 00
8/31/2012	CISE (Cinti. Catholic Inner-City Schools for Excellence)	ED	Via FFF	$1,500.00
11/1/2012	Civic Garden Center (The)	AR	Via FFF	$250.00
12/28/2012	Colorado Public Radio	AR	Via FFF	$300.00
12/26/2012	Common Cause Education Fund	ED	Via FFF	$500.00
10/12/2012	Community Learning Center Institute	ED	Via FFF	$1,000.00
1/19/2012	Community Shares of Greater Cincinnati	HS	Via FFF	$100.00
5/9/2012	Community Shares of Greater Cincinnati	HS	Via FFF	$1,000.00
9/7/2012	Concert· Nova	AR	Via FFF	$2,500.00
3/19/2012	Constella Cincinnati Festival of Music and Fine Arts	AR	Via FFF	$6,000.00
9/5/2012	Contemporary Arts Center (CAC)	AR	Via FFF	$1,500.00
4/4/2012	Contemporary Arts Center (CAC)	AR	Via FFF	$10,000.00
5/9/2012	Cystic Fibrosis Foundation		Via FFF	$100.00
1/25/2012	Dan Beard Council Boy Scouts of America		Via FFF	$1,500.00
12/11/2012	DePaul Cristo Rey High School	ED	Via FFF	$3,000 00
12/26/2012	Diocese of Southern Ohio/Sumer Camp Reading	ED	Via FFF	$500.00
9/5/2012	Emanuel Community Center	HS	Via FFF	$1,000.00
12/28/2012	Emergency Family Assistance Association	HS	Via FFF	$300 00
12/28/2012	Environment Colorado	ENV	Via FFF	$300.00
9/18/2012	Environmental Defense Fund	ENV	Via FFF	$1,000.00
10/23/2012	Epilepsy Foundation of Greater Cincinnati	MED	Via FFF	$3,000.00
10/9/2012	Evans Scholars Foundation (Western Golf Association)	ED	Via FFF	$500.00
11/12/2012	Families Helping Families/Bridge Communities	HS	Via FFF	$5,000 00
12/28/2012	Farm of Peace	HS	Via FFF	$150.00
12/28/2012	Fernside / A Center for Grieving Children	HS	Via FFF	$1,000.00
12/26/2012	First Step Home	HS	Via FFF	$1,000.00
12/28/2012	Food & Water Watch	HS	Via FFF	$500.00
9/18/2012	Friends of Krohn	CIV	Via FFF	$250.00
11/14/2012	Friends of the Central Sands	ENV	Via FFF	$5,000 00
7/16/2012	Future World Productions	ED	Via FFF	$250.00
10/10/2012	Global Fund for Children (The)	HS	Via FFF	$1,000.00
10/5/2012	Greater Cincinnati Foundation		Via FFF	$100 00
8/14/2012	Greater Cincinnati Foundation		Via FFF	$1,000.00
12/28/2012	Greater Cincinnati Foundation		Via FFF	$1,000.00
12/28/2012	Greenpeace	INT	Via FFF	$500.00
9/18/2012	Hebrew Union College-JIR	RE	Via FFF	$3,000.00
12/12/2012	Helfer International-Ambassador's Council	HS	Via FFF	$2,500.00

9/18/2012	Hillside Trust	ENV	Via FFF	$350.00
11/14/2012	Hobart and William Smith Colleges	ED	Via FFF	$5,000.00
12/28/2012	Human Rights Watch	AR	Via FFF	$500.00
3/29/2012	International Rescue Committee (IRC)	INT	Via FFF	$2,000.00
12/28/2012	International Wolf Center	MISC	Via FFF	$300.00
12/11/2012	iReform	ED	Via FFF	$3,000.00
12/28/2012	KUNC (Community Radio for Northern Colorado)	AR	Via FFF	$150 00
12/28/2012	KUVO	AR	Via FFF	$150.00
9/4/2012	League of American Orchestras	AR	Via FFF	$500.00
9/5/2012	Legal Aid Society of Greater Cincinnati	CIV	Via FFF	$1,500 00
2/8/2012	Library Foundation (The) Public Library of Cinti & Ham Cty.	CIV	Via FFF	$500 00
3/28/2012	Lighthouse Youth Services	HS	Via FFF	$2,000 00
5/14/2012	Linton Music Inc.	AR	Via FFF	$1,500 00
12/26/2012	Little Miami Inc.		Via FFF	$250 00
10/9/2012	Lower Price Hill Community School		Via FFF	$500 00
11/21/2012	Mary Rose Mission	RE	Via FFF	$250.00
10/10/2012	Matthew 25 Ministries	HS	Via FFF	$250.00
12/28/2012	Meals on Wheels of Boulder	HS	Via FFF	$150.00
11/6/2012	Mercantile Library - Membership	MISC	Via FFF	$1,000 00
4/10/2012	Mercantile Library - Miscellaneous	AR	Via FFF	$2,500.00
8/22/2012	Mercantile Library - Miscellaneous	AR	Via FFF	$2,500.00
12/28/2012	Mercy Corps	HS	Via FFF	$1,000.00
3/28/2012	Mount Holyoke College	ED	Via FFF	$2,500.00
4/30/2012	Multiple Sclerosis Society (National)		Via FFF	$100.00
3/30/2012	Music Hall Revitalization Company	AR	Via FFF	$100,000.00
9/5/2012	My Cincinnati (Price Hill Will)	ED	Via FFF	$1,000.00
9/18/2012	National Parks Conservation Association	MISC	Via FFF	$200 00
1/5/2012	Nature Conservancy, The	ENV	Via FFF	$1,000.00
3/29/2012	NKU Foundation		Via FFF	$1,000.00
3/30/2012	Ohio Innocence Project - UJI - Innocence Project (UCF)	HS	Via FFF	$1,000 00
12/26/2012	Over the Rhine Community Housing	HS	Via FFF	$1,000.00
12/26/2012	Over The Rhine Kitchen	AR	Via FFF	$250.00
5/3/2012	Page Ann Hayden Foundation (The)	MISC	Via FFF	$75 00
1/19/2012	Pediatric AIDS Coalition @ UCLA	MED	Via FFF	$1,500 00
11/2/2012	Pediatric AIDS Coalition @ UCLA	MED	Via FFF	$3,000 00
12/28/2012	Planned Parenthood of the Rocky Mountains	MED	Via FFF	$300.00
9/25/2012	Planned Parenthood Southwest Ohio Region *note address change	HS	Via FFF	$1,000.00
8/17/2012	Playhouse in the Park	AR	Via FFF	$1,500 00
12/28/2012	Rainforest Alliance	ENV	Via FFF	$500 00
9/21/2012	Rosecrance Foundation (The)	HS	Via FFF	$1,000 00
9/18/2012	Save the Children		Via FFF	$500 00
9/5/2012	School House Symphony	AR	Via FFF	$250 00
8/24/2012	Skidmore College	ED	Via FFF	$50.00
12/26/2012	Smile Train (The)	MED	Via FFF	$250.00
12/28/2012	Society For Prevention of Cruelty to Animals (SPCA) American or Cincinnati	HS	Via FFF	$250.00
9/11/2012	Soteni International	AR	Via FFF	$2,000.00
8/31/2012	Soteni International	AR	Via FFF	$5,000.00
12/28/2012	Sound Circle Eurythmy	ED	Via FFF	$150.00
12/5/2012	Spoleto Festival USA	AR	Via FFF	$1,250 00
1/25/2012	Springer School and Center		Via FFF	$300.00
2/7/2012	Strategies to End Homelessness	HS	Via FFF	$5,000 00
8/31/2012	Taft Museum of Art	AR	Via FFF	$500.00
10/9/2012	Talbert House		Via FFF	$250.00
12/28/2012	Tara Performing Arts High School	AR	Via FFF	$150.00
5/3/2012	Tender Mercies	HS	Via FFF	$1,500.00

9/18/2012	U.S. Holocaust Memorial Museum	RE	Via FFF	$350.00
10/24/2012	UNICEF	INT	Via FFF	$2,000.00
10/9/2012	United Negro College Fund (UNCF)	ED	Via FFF	$250 00
3/29/2012	University of Cincinnati / CCM / AJF Memorial Fund / Harmony Endowment		Via FFF	$250 00
9/18/2012	University of Cincinnati / Friends of CCM		Via FFF	$1,000 00
8/31/2012	University of Cincinnati Foundation	ED	Via FFF	$2,000.00
7/11/2012	University of Cincinnati Foundation/ Winkler Chair		Via FFF	$250.00
1/25/2012	University of Cincinnati Foundation/Ariel Fund	AR	Via FFF	$10,000.00
12/26/2012	Urban Appalachian Council	HS	Via FFF	$250.00
8/31/2012	Village Life Outreach Project, Inc.	HS	Via FFF	$200.00
4/23/2012	Walnut Hills High School Alumni Foundation	CAP	Via FFF	$150.00
8/14/2012	Walnut Hills High School Alumni Foundation	CAP	Via FFF	$1,000.00
4/13/2012	WCET-TV - Ch 48 PBS	CIV	Via FFF	$2,500.00
12/11/2012	Wigs for Kids	HS	Via FFF	$1,500.00
12/28/2012	Women for Women International	HS	Via FFF	$500.00
2/27/2012	Women Helping Women	MISC	Via FFF	$80.00
10/9/2012	Women Helping Women	MISC	Via FFF	$250.00
3/5/2012	World Choir Games 2012, Inc	AR	Via FFF	$5,000.00
12/28/2012	World Wildlife Fund	ENV	Via FFF	$500.00
9/5/2012	World Wildlife Fund	ENV	Via FFF	$1,000 00
9/19/2012	Xavier University	ED	Via FFF	$7,500.00
8/7/2012	Yellowstone Park Foundation	ENV	Via FFF	$1,000.00
8/29/2012	Yellowstone Park Foundation	ENV	Via FFF	$4,000 00
9/18/2012	YWCA of Greater Cincinnati - Battered Women's Shelter	HS	Via FFF	$1,000.00

Total: $567,380 00

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1836065.		1761919.	74146.
b	14656.			14656.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				74146.
b				14656.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

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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				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

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

SOURCE	AMOUNT
PNC BANK	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB - DIV	80595.	14656.	65939.
SCHWAB - INT	5696.	0.	5696.
TOTAL TO FM 990-PF, PART I, LN 4	86291.	14656.	71635.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1275.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1275.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FILING FEE	200.	0.		0.
FOREIGN TAX WITHHELD	1725.	1725.		0.
IRS ESTIMATED TAXES	4000.	0.		0.
IRS BALANCE DUE	6407.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12332.	1725.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR & BROKER FEE	426.	426.		0.
INSURANCE/APPRAISAL	200.	0.		0.
COMPUTER SERVICE	899.	0.		0.
POSTAGE & OFFICE EXP	102.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1627.	426.		0.

FOOTNOTES STATEMENT 6

AMENDED RETURN

THIS RETURN IS BEING AMENDED TO REDUCE CONTRIBUTIONS MADE (PAGE 1, LINE 25) BY $1000 TO ADJUST FOR A DUPLICATE ENTRY ON THE CONTRIBUTION LIST.

ENDING CASH (PART II, LINE 2) IS INCREASED BY $1000 FOR THE ABOVE DECREASE IN CONTRIBUTIONS PAID.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CONTRIBUTED STOCK DIFFERENCE BTWN COST & FMV	99712.
TOTAL TO FORM 990-PF, PART III, LINE 5	99712.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORP STOCK	1286127.	1854054.
MUTUAL FUNDS	424607.	415053.
MUTUAL FUNDS - ETF	506395.	478497.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2217129.	2747604.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORP BONDS	0.	0.
GOVT AGENCIES	5492.	5744.
MUTUAL FUNDS	828618.	859224.
TOTAL TO FORM 990-PF, PART II, LINE 10C	834110.	864968.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1806.	1806.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1806.	1806.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WM. A. FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
SUSAN S. FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MELISSA M. LA CORTE 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	SECY. TREASURER/DIRECTOR 4.00	10500.	0.	0.
ELLEN FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	DIRECTOR 0.00	0.	0.	0.
DAVID FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	DIRECTOR 0.00	0.	0.	0.
ANDREA FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	DIRECTOR 0.00	0.	0.	0.
LYNNE FRIEDLANDER 600 VINE STREET, SUITE 2100 CINCINNATI, OH 45202	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		10500.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

WM. A. FRIEDLANDER
ELLEN FRIEDLANDER