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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **, 2012, and ending , 20**

Name of foundation		LOUISE KRAMER FOUNDATION 20 -102080182500		A Employer identification number 31-6055729	
Number and street (or P O box number if mail is not delivered to street address)		Room/suite		B Telephone number (see instructions) 937- 285-5298	
KEYBANK NATIONAL ASSOC., 10 WEST SECOND ST City or town, state, and ZIP code					
DAYTON, OH 45402					
<b>G</b> Check all that apply:		Initial return Final return Address change	Initial return of a former public charity Amended return Name change		
<b>H</b> Check type of organization.		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		04	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,525,213.		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		(Part I, column (d) must be on cash basis.)	
<b>Part I Analysis of Revenue and Expenses</b> (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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		169.	169.		STMT 1
4 Dividends and interest from securities		186,017.	186,017.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		172,811.			
7 Capital gain net income (from Part IV)			172,811.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		MAY 06 2013			
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
<b>12 Total</b> Add lines 1 through 11		358,997.	358,997.		
13 Compensation of officers, directors, trustees, etc		42,580.	42,580.		
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		STMT 2	1,750.	NONE	1,750.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		STMT 3	5,779.	3,052.	
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications		170.	NONE	NONE	170.
23 Other expenses (attach schedule)		STMT 4	290.	90.	200.
<b>24 Total operating and administrative expenses</b>		50,569.	45,722.	NONE	2,120.
Add lines 13 through 23					
25 Contributions, gifts, grants paid		323,500.			323,500.
<b>26 Total expenses and disbursements</b> Add lines 24 and 25		374,069.	45,722.	NONE	325,620.
<b>27 Subtract line 26 from line 12</b>		-15,072.			
<b>a Excess of revenue over expenses and disbursements</b>					
<b>b Net investment income</b> (if negative, enter -0-)			313,275.		
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>
			(a) Book Value	(b) Book Value
Assets	1	Cash - non-interest-bearing . . . . .		
	2	Savings and temporary cash investments . . . . .	53,558.	70,179.
	3	Accounts receivable ►		
		Less allowance for doubtful accounts ►		
	4	Pledges receivable ►		
		Less allowance for doubtful accounts ►		
	5	Grants receivable . . . . .		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .		
	7	Other notes and loans receivable (attach schedule) ►		
		Less allowance for doubtful accounts ►	NONE	
	8	Inventories for sale or use . . . . .		
	9	Prepaid expenses and deferred charges . . . . .		
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	NONE	NONE
	b	Investments - corporate stock (attach schedule) . . . . .	3,364,238.	3,482,819.
	c	Investments - corporate bonds (attach schedule) . . . . .	1,223,582.	1,073,300.
	11	Investments - land, buildings, and equipment basis ►		
		Less accumulated depreciation ► (attach schedule)		
	12	Investments - mortgage loans . . . . .		
	13	Investments - other (attach schedule) . . . . .		
	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) . . . . .	4,641,378.	4,626,298.
				6,525,213.
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) . . . . .		NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .	4,641,378.	4,626,298.
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds . . . . .		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .		
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .		
	30	Total net assets or fund balances (see instructions) . . . . .	4,641,378.	4,626,298.
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	4,641,378.	4,626,298.

**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	4,641,378.
2	Enter amount from Part I, line 27a . . . . .	2	-15,072.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,626,306.
5	Decreases not included in line 2 (itemize) ► ROUNDED	5	8.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,626,298.

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 651,905.		479,094.	172,811.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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			172,811.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	172,811.	
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 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	333,203.	6,568,140.	0.050730
2010	334,407.	6,412,244.	0.052151
2009	324,614.	6,028,335.	0.053848
2008	330,892.	6,767,711.	0.048893
2007	372,653.	7,498,019.	0.049700
2 Total of line 1, column (d) . . . . .		2	0.255322
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	0.051064
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .		4	6,490,202.
5 Multiply line 4 by line 3 . . . . .		5	331,416.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		6	3,133.
7 Add lines 5 and 6 . . . . .		7	334,549.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		8	325,620.

**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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	6,266.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2		
3	Add lines 1 and 2 . . .	3	6,266.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . .	5	6,266.	
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	2,324.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	2,324.	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . .	9	3,942.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	10		
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ► <input type="checkbox"/> <b>Refunded</b> ► <input type="checkbox"/> <b>11</b>	11		

**Part VII-A Statements 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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
3	<i>If "Yes," attach a detailed description of the activities</i>	X	
4a	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4b		X	
5	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
6	<i>If "Yes," attach the statement required by General Instruction T</i>	X	
7	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.		
8a	• 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? . . .		
8b		X	
9	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .		
10	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <input type="checkbox"/> OH		
	<i>b</i> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .		
	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .		
	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .		

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

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► KEYBANK NATIONAL ASSOCIATION Telephone no ► (937) 285-5298	
	Located at ► 10 WEST SECOND ST., 26TH FLOOR, DAYTON, OH ZIP+4 ► 45402	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>	
16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	2b	X
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No			X
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**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
KEYBANK NATIONAL ASSOCIATION 10 WEST SECOND ST , 26TH FLOOR, DAYTON, OH 45401	AGENT/TTEE 1	42,580.		- 0 -
WILLIAM T LINCOLN 5866 FOLKSTONE, DAYTON, OH 45459	TRUSTEE - PART T 1			
PETER H KUNTZ 3496 WESTBURY RD, DAYTON, OH 45409	TRUSTEE - PART T 1			
Hugh E. Wall III 40 N MAIN ST., SUITE 1700, DAYTON, OH 45423	TRUSTEE 1			

**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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				►

**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

Total number of others receiving over \$50,000 for professional services . . . . . ► NONE

## 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	NONE	
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 <b>NONE</b> ----- -----	
2 ----- -----	
All other program-related investments See instructions	
3 <b>NONE</b> ----- -----	
<b>Total.</b> Add lines 1 through 3 ►	

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**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 6,589,038.
b	Average of monthly cash balances	1b NONE
c	Fair market value of all other assets (see instructions)	1c NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d 6,589,038.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 6,589,038.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 98,836.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 6,490,202.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 324,510.

**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	1 324,510.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 6,266.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 6,266.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 318,244.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 318,244.
6	Deduction from distributable amount (see instructions)	6 NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 318,244.

**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 325,620.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 325,620.
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 N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 325,620.

**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 . . . . .				318,244.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years 20 10, 20 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	16,837.			
d From 2010 . . . . .	17,633.			
e From 2011 . . . . .	9,442.			
f Total of lines 3a through e . . . . .	43,912.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 325,620.				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .			318,244.	
e Remaining amount distributed out of corpus . . . . .	7,376.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	51,288.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	51,288.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	16,837.			
c Excess from 2010 . . . . .	17,633.			
d Excess from 2011 . . . . .	9,442.			
e Excess from 2012 . . . . .	7,376.			

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)****NOT APPLICABLE**

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 ►				4942(j)(3) or	4942(j)(5)
b	Check box to indicate whether the foundation is a private operating foundation described in section					
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			
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

N/A

c Any submission deadlines:

N/A

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

N/A

**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)				
<i>a Paid during the year</i>				
SEE STATEMENT 17				323,500.
<b>Total . . . . .</b>			► 3a	323,500.
<i>b Approved for future payment</i>				
<b>Total . . . . .</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments			14	169.	
4 Dividends and interest from securities . . . . .			14	186,017.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory			18	172,811.	
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) . . . . .				358,997.	

**13 Total.** Add line 12, columns (b), (d), and (e). . . . .  
(See worksheet in line 13 instructions to verify calculations.)

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

**NOT APPLICABLE**

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

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
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(2)	X
	(1) Cash . . . . .	1b(1)	X
	(2) Other assets . . . . .	1b(2)	X
b	Other transactions:	1b(3)	X
	(1) Sales of assets to a noncharitable exempt organization . . . . .	1b(4)	X
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	1b(5)	X
	(3) Rental of facilities, equipment, or other assets . . . . .	1b(6)	X
	(4) Reimbursement arrangements . . . . .	1c	X
	(5) Loans or loan guarantees . . . . .		
	(6) Performance of services or membership or fundraising solicitations . . . . .		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .		
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.		

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

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

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

**Sign  
Here**

► Jeffrey K. Koogler, v/p  
Signature of officer or trustee  
JEFFREY K. KOOGLER

04/23/2015

## ► VICE PRESIDENT

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

## FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VICTORY FINANCIAL RESERVE	4.	4.
FEDERATED PRIME OBLIGATION FD	165.	165.
TOTAL	169.	169.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	904.	904.
FEDERAL TAX PAYMENT - PRIOR YE	403.	
FEDERAL ESTIMATES - PRINCIPAL	2,324.	
FOREIGN TAXES ON QUALIFIED FOR	1,919.	1,919.
FOREIGN TAXES ON NONQUALIFIED	229.	229.
TOTALS	5,779.	3,052.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DEPOSITORY FEE STATE FILING FEE	90. 200.	90. 200.	
TOTALS	290.	90.	200.

LOUISE KRAMER FOUNDATION 20 -102080182500

31-6055729

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

SEE ATTACHED

TOTALS

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## CHARITABLE TRUSTS HOLDINGS REPORT

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS	REPORT ID	TAC-CRR41
00078H158	ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND CL I	219,412.67	0.00	215,667.31	6,483.826		
00206R102	AT&T INC COM	77,533.00	0.00	9,426.17	2,300.000		
002824100	ABBOTT LABS COM	78,600.00	0.00	704.40	1,200.000		
009158106	AIR PRODUCTS & CHEMICALS INC COM	58,814.00	0.00	44,866.00	700.000		
023155106	AMAZON COM INC COM	37,630.50	0.00	26,462.84	150.000		
030420103	AMERICAN WATER WORKS CO INC COM	37,130.00	0.00	29,275.90	1,000.000		
037833100	APPLE INC COM	106,434.58	0.00	70,628.96	200.000		
053015103	AUTOMATIC DATA PROCESSING INC COM	56,930.00	0.00	19,635.48	1,000.000		
064149107	BANK OF NOVA SCOTIA FGN COM	57,880.00	0.00	44,769.99	1,000.000		
084664AT8	BERKSHIRE HATHAWAY FINANCE CORP SENIOR NT DTD 01/11/05 4.85% DUE 01/15/15	54,244.50	0.00	47,516.50	50,000.000		
084670702	BERKSHIRE HATHAWAY INC COM CL B	179,400.00	0.00	5,465.04	2,000.000		
088666108	BHP BILLITON LTD SPONS ADR	39,210.00	0.00	38,267.97	500.000		
110122108	BRISTOL-MYERS SQUIBB CO COM	26,072.00	0.00	8,525.07	800.000		
14912L4F5	CATERPILLAR FINANCIAL SVCS CORP MED TERM NT DTD 02/12/09 6.125% DUE 02/17/14	53,307.50	0.00	48,184.50	50,000.000		
149123101	CATERPILLAR INC DEL COM	53,765.10	0.00	25,459.02	600.000		
166769100	CHEVRON CORP COM	140,582.00	0.00	26,000.00	1,300.000		
172062101	CINCINNATI FINANCIAL CORP COM	62,656.00	0.00	43,677.27	1,600.000		

RUN DATE 2013-01-16  
BUS DATE 2013-01-15  
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## CHARITABLE TRUSTS HOLDINGS REPORT

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS	TAX ANALYST/NAME	REPORT
191216AP5	COCA-COLA CO SENIOR NT DTD 11/15/10 1.50% DUE 11/15/15	51,203.50	0.00	47,739.00	50,000.000		TAC-CRR41
191216100	COCA COLA CO COM	68,875.00	0.00	4,858.06	1,900.000		RUN DATE 2013-01-16
194162103	COLGATE PALMOLIVE CO COM	94,086.00	0.00	3,037.50	900.000		BUS DATE 2013-01-15
20825CL04	CONOCOPHILLIPS COM	69,588.00	0.00	61,636.54	1,200.000		PAGE 266
254687106	WALT DISNEY CO COM	99,580.00	0.00	48,655.15	2,000.000		SAR ID TAC000PCRR41
256206103	DODGE & COX INTERNATIONAL STOC F OPEN-END FUND	568,264.11	0.00	529,400.70	16,404.853		
291011104	EMERSON ELEC CO COM	90,032.00	0.00	6,450.66	1,700.000		
302316102	EXXON MOBIL CORP COM	112,515.00	0.00	4,287.98	1,700.000		
3140000W1	FEDERATED PRIME OBLIGATIONS FD INSTITUTIONAL SHARES	67,325.97	2,852.80	70,178.77	70,178.770		
369664103	GENERAL ELEC CO COM	56,673.00	0.00	6,115.14	2,700.000		
369626K86	GENERAL ELECT CAP CORP MED TERM NT DTD 09/17/04 4.75% DUE 09/15/14	213,518.00	0.00	207,433.50	200,000.000		
369626494	GENERAL ELECT CAP CORP MED TERM NT DTD 09/16/10 1.875% DUE 09/16/13	100,986.00	0.00	100,937.00	100,000.000		
3696264T8	GENERAL ELECT CAP CORP MED TERM NT DTD 11/09/10 2.25% DUE 11/09/15	103,271.00	0.00	98,351.00	100,000.000		
37733H105	GLAXOSMITHKLINE PLC SPONS ADR	43,470.00	0.00	44,299.90	1,000.000		
423074103	H J HEINZ CO COM	40,376.00	0.00	34,958.98	700.000		
428236BC6	HEWLETT-PACKARD CO SENIOR NT	49,965.50	0.00	49,036.00	50,000.000		

## CHARITABLE TRUSTS HOLDINGS REPORT

BK - RG-OFF-ACCOUNT	ACCOUNT NAME	TAX ANALYST/NAME	REPORT
20-10-208-0182500	KRAMER LOUISE CFDN	514 JEFF KOGLER	TAC-CRR41
FISCAL YEAR CODE 1231	AS OF 12-31-2012	937-295-5298	RUN DATE 2013-01-16
CUSIP	ASSET NAME	PRINCIPAL MV	BUS DATE 2013-01-15
		INCOME MV	PAGE 267
		TAX COST	SAR ID TAC000PCRR41
		UNITS	
	DTD 09/13/10 2.125% DUE 09/13/15		
438516AP1	HONEYWELL INTERNATIONAL INC SENIOR NT DTD 03/14/06 5.40% DUE 03/15/16	114,380.00	0.00
458140100	INTEL CORP COM	49,488.00	0.00
459220101	INTERNATIONAL BUSINESS MACHS COM	95,775.00	0.00
4642287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	121,410.00	0.00
4642287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	421,325.00	0.00
464228646	ISHARES BARCLAYS 1-3 YR CR BD FD CLOSED-END FUND	541,112.40	0.00
464228687	ISHARES S&P US PREFERRED STOCK CLOSED-END FUND	158,480.00	0.00
46625HHP8	JPMORGAN CHASE & CO SENIOR NT DTD 09/18/09 3.70% DUE 01/20/15	52,644.00	0.00
46625H100	JP MORGAN CHASE & CO COM	52,762.92	0.00
478160104	JOHNSON & JOHNSON COM	84,120.00	0.00
50076Q106	KRAFT FOODS GROUP INC COM	36,376.00	0.00
580135101	MCDONALDS CORP COM	35,284.00	0.00
58933YAB1	MERCK & CO INC SENIOR NT DTD 12/10/10 2.25% DUE 01/15/16	52,243.50	0.00
649445103	NEW YORK COMMUNITY BANCORP INC COM	36,680.00	0.00
65339F101	NEXTERA ENERGY INC COM	48,433.00	0.00
66987V109	NOVARTIS AG ADR	37,980.00	0.00
		32,958.00	600.000

## CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41

RUN DATE 2013-01-16

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BK-RG-OFF-ACCOUNT      ACCOUNT NAME      TAX ANALYST/NAME  
 20-10-208-0182500      KRAMER LOUISE CFDN      514      JEFF KOGLER  
 FISCAL YEAR CODE 1231      AS OF 12-31-2012      A/AG

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
674599105	OCCIDENTAL PETE CORP DEL COM	38,305.00	0.00	37,819.95	500.000
68389XAD7	ORACLE CORP NOTE DTD 06/09/08 4.95% DUE 04/15/13	101,283.00	0.00	102,047.00	100,000.000
68389X105	ORACLE CORP COM	56,644.00	0.00	32,202.00	1,700.000
713468108	PEPSICO INC COM	75,273.00	0.00	55,950.00	1,100.000
718566104	PHILLIPS 66 COM	53,100.00	0.00	30,756.20	1,000.000
74005P104	PRAXAIR INC COM	76,615.00	0.00	18,546.50	700.000
741441108	T ROWE PRICE GROUP INC COM	26,046.84	0.00	20,412.00	400.000
7427718109	PROCTER & GAMBLE CO COM	95,066.00	0.00	3,081.08	1,400.000
747525103	QUALCOMM INC COM	55,673.64	0.00	39,170.96	900.000
78095600	ROYCE FD PREMIER SER MUTUAL FUND	56,058.75	0.00	62,844.89	2,925.822
832696405	SHUCKER J M CO COM	43,120.00	0.00	33,308.96	500.000
87612E106	TARGET CORP COM	82,838.00	0.00	8,120.00	1,400.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	100,997.18	0.00	101,282.52	7,571.003
88579Y101	3M CO COM	74,280.00	0.00	5,811.56	800.000
911312106	UNITED PARCEL SERVICE INC COM CL B	36,865.00	0.00	37,184.90	500.000
913017109	UNITED TECHNOLOGIES CORP COM	106,613.00	0.00	85,400.00	1,300.000
92343V104	VERIZON COMMUNICATIONS INC	99,521.00	0.00	46,768.06	2,300.000

## CHARITABLE TRUSTS HOLDINGS REPORT

BK-R9-OFF-ACCOUNT      ACCOUNT NAME      TAX ANALYST/NAME  
 20-10-208-0182500      KRAMER LOUISE CFDN      514      JEFF KOGLER  
 FISCAL YEAR CODE 1231      A/AG  
 AS OF 12-31-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
931142CX9	WAL-MART STORES INC SENIOR NT DTD 10/25/10 1.50% DUE 10/25/15	102,927.00	0.00	95,257.00	100,000.000
949746NY3	WELLS FARGO & CO SENIOR NT DTD 01/31/08 4.375% DUE 01/31/13	75,222.75	0.00	75,419.25	75,000.000
949746101	WELLS FARGO CO COM	58,106.00	0.00	11,836.25	1,700.000
	*** TOTAL ***	6,522,359.91	2,852.80	4,626,297.89	1,252,744.273

REPORT      TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE      269  
 SAR ID      TAC000PCRR41

LOUISE KRAMER FOUNDATION 20 -102080182500  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

31-6055729

RECIPIENT NAME:

KEVIN MCDONALD, VP

ADDRESS:

10 WEST SECOND ST., 27TH FLOOR  
DAYTON, OH 45402

RECIPIENT'S PHONE NUMBER: 937-285-5342

STATEMENT 8

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20-102080182500

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LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
HOLY ANGELS SCHOOL  
ADDRESS:  
23 L STREET  
DAYTON, OH 45409  
RELATIONSHIP:  
NA  
PURPOSE OF GRANT:  
EDUCATIONAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
OUR LADY OF ROSARY CHURCH  
ADDRESS:  
22 NOTRE DAME AVENUE  
DAYTON, OH 45404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RELIGION  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ARCHBISHOP ALTER HIGH SCHOOL  
ADDRESS:  
940 EAST DAVID ROAD  
KETTERING, OH 45429  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CATHOLIC EDUCATION  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 13,000.

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
ARCHDIOCESE OF CINCINNATI  
ADDRESS:  
100 EAST EIGHTH STREET  
CINCINNATI, OH 45202  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TUITION AID FOR LOW-INCOME STUDENTS  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
CHAMINADE-JULIENNE HIGH SCHOOL  
ADDRESS:  
505 S. LUDLOW ST  
DAYTON, OH 45402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CATHOLIC EDUCATION  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
TEACH FOR AMERICA  
ADDRESS:  
315 WEST 36TH STREET, 7TH FLOOR  
New York, NY 10018  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROMOTE EDUCATION EQUALITY  
FOUNDATION STATUS OF RECIPIENT:  
501(C)3  
AMOUNT OF GRANT PAID ..... 34,000.

STATEMENT 10

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
DAYTON CHRISTIAN SCHOOLS  
ADDRESS:  
1205 WHITE FIELA CIR  
XENIA, OH 45385  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHRISTIAN SCHOOL PRE-K THRU GRADE 12  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
CATHOLIC SOCIAL SERVICES  
ADDRESS:  
922 RIVERVIEW AVE.  
DAYTON, OH 45407  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROVIDE SOCIAL SERVICE TO GREATER DAYTON  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
UNIVERSITY OF DAYTON  
ADDRESS:  
300 COLLEGE PARK  
DAYTON, OH 45409  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATION  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 45,000.

STATEMENT 11

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
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RECIPIENT NAME:  
BOY SCOUTS OF AMERICA  
ADDRESS:  
4999 NORTHCUTT PLACE  
DAYTON, OH 45414  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
YOUTH PROGRAM FOR CHARACTER DEVELOPMENT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
YMCA/CAMP KERN  
ADDRESS:  
5291 STATE ROUTE 350  
OREGONIA, OH 45054  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DEVELOP CHRISTIAN VALUES AND BEHAVIORS  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
FAMILY SERVICE ASSOCIATION  
ADDRESS:  
184 SALEM AVENUE  
DAYTON, OH 45406  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
STRENGTHEN EMOTIONAL HEALTH OF FAMILIES  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

STATEMENT 12

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
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RECIPIENT NAME:  
GIRL SCOUTS BUCKEYE TRAIL  
COUNCIL  
ADDRESS:  
450 SHOUP MILL RD.  
DAYTON, OH 45415  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARACTER BUILDING ACTIVITIES  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
UNITED REHABILITATION  
ADDRESS:  
4710 OLD TROY PIKE  
DAYTON, OH 45424  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ENHANCE QUALITY OF LIFE FOR DISABLED PEOPLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
BIG BROTHERS/BIG SISTERS  
ADDRESS:  
840 S. PATTERSON BLVD.  
DAYTON, OH 45402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
YOUTH DEVELOPMENT PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 3,000.

STATEMENT 13

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
DAKOTA CENTER  
ADDRESS:  
238 S. PAUL LAURENCE  
DAYTON, OH 45407  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
YOUTH DEVELOPMENT PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
WOMANLINE  
ADDRESS:  
301 E. 6TH ST.  
DAYTON, OH 45402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROFESSIONAL COUNSELING CENTER FOR WOMEN  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
LEARNING TREE FARM, INC  
ADDRESS:  
3376 S. UNION ROAD  
DAYTON, OH 45418  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FACILITATE HANDS ON LEARNING EXPERIENCES  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

STATEMENT 14

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
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RECIPIENT NAME:  
SUICIDE PREVENTION CENTER  
ADDRESS:  
1110 WEBSTER ST.  
DAYTON, OH 45404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATE COMMUNITY ON SUICIDE PREVENTION  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
ST. VINCENT DEPAUL-DAYTON  
ADDRESS:  
1133 EDWIN C MOSES BLVD  
DAYTON, OH 45408  
RELATIONSHIP:  
NONE  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
ST. VINCENT HOTEL  
ADDRESS:  
1133 EDWIN MOSES BLVD  
DAYTON, OH 45402  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EMERGENCY SHELTER FOR HOMELESS POPULATION  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 50,000.

STATEMENT 15

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
HOMEFULL  
ADDRESS:  
1133 SOUTH EDWIN C. MOSES BLVD  
DAYTON, OH 45417  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CONTINUUM CARE TO HOMELESS PEOPLE  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
LIFE ESSENTIALS INC.  
ADDRESS:  
123 RIVERSIDE DR.  
DAYTON, OH 45405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROVIDE VARIOUS SUPPORT SYSTEMS FOR ELDERLY  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
PACE  
ADDRESS:  
1315 N. MAIN ST.  
DAYTON, OH 45405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT SCHOOL CHOICE & EDUCATION IMPROVEMENT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 20,000.

STATEMENT 16

LOUISE KRAMER FOUNDATION 20 -102080182500 31-6055729  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

OHIO FDN INDEPENDENT COLLEGE

ADDRESS:

21 E. STATE STREET  
COLUMBUS, OH 43215-4202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOLICIT FUNDS ON BEHALF OF COLLEGE MEMBERS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:

CHRIST CHILD SOCIETY OF  
DAYTON

ADDRESS:

301 E. SIXTH ST.  
DAYTON, OH 45402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHILDREN'S AND YOUTH SERVICES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 3,000.

TOTAL GRANTS PAID: 323,500.

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STATEMENT 17

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## FEDERAL CAPITAL GAIN DIVIDENDS

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## SHORT-TERM CAPITAL GAIN DIVIDENDS

ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND C	108.00
ROYCE FD PREMIER SER	82.00
TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV	4.00
TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV	8.00
 TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	 202.00

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## 15% RATE CAPITAL GAIN DIVIDENDS

ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND C	5,830.00
AOL TIME WARNER INC COM	17.00
DIGITAL REALTY TRUST INC REIT	5.00
ENRON CORP COM	1,544.00
ROYCE FD PREMIER SER	3,206.00
TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV	1,270.00
 TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	 11,872.00

 TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	 11,872.00
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STATEMENT 4

LOUISE KRAMER FOUNDATION 20 -102080182500  
 Schedule D Detail of Short-term Capital Gains and Losses

31-6055729

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss -
<b>PUBLICLY TRADED SECURITIES</b>					
100. DIGITAL REALTY TRUST INC REIT	05/18/2012	11/16/2012	6,118.00	6,966.00	-848.00
100. PHILLIPS 66 COM	05/18/2012	11/16/2012	4,538.00	3,132.00	1,406.00
<b>TOTAL PUBLICLY TRADED SECURITIES</b>			<b>10,656.00</b>	<b>10,098.00</b>	<b>558.00</b>
<b>Totals</b>					
			<b>10,656.00</b>	<b>10,098.00</b>	<b>558.00</b>

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STATEMENT 1

LOUISE KRAMER FOUNDATION 20 -102080182500  
Schedule D Detail of Long-term Capital Gains and Losses

31-6055729

	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>PUBLICLY TRADED SECURITIES</b>						
100.	ABBOTT LABS COM	02/12/1976	11/16/2012	6,305.00	59.00	6,246.00
200.	AUTOMATIC DATA PROCESSING INC COM	03/27/1997	11/16/2012	10,892.00	3,927.00	6,965.00
100.	CHEVRON CORP COM	09/01/1994	05/18/2012	9,957.00	2,000.00	7,957.00
100.	CHEVRON CORP COM	09/01/1994	11/16/2012	10,176.00	2,000.00	8,176.00
300.	CLOROX CO DEL COM	05/23/1995	11/16/2012	22,086.00	4,320.00	17,766.00
200.	COCA COLA CO COM	11/02/1987	05/18/2012	14,740.00	1,023.00	13,717.00
100.	COCA COLA CO COM	11/02/1987	11/16/2012	3,648.00	256.00	3,392.00
100.	COLGATE PALMOLIVE CO COM	02/12/1976	05/18/2012	9,936.00	338.00	9,598.00
100.	COLGATE PALMOLIVE CO COM	02/12/1976	11/16/2012	10,447.00	338.00	10,109.00
400.	DIGITAL REALTY TRUST INC REIT	08/18/2010	11/16/2012	24,472.00	23,708.00	764.00
100.	WALT DISNEY CO COM	01/23/2004	05/18/2012	4,373.00	2,433.00	1,940.00
300.	WALT DISNEY CO COM	01/23/2004	11/16/2012	14,184.00	7,298.00	6,886.00
100.	EMERSON ELEC CO COM	05/17/1983	05/18/2012	4,633.00	494.00	4,139.00
100.	EMERSON ELEC CO COM	05/17/1983	11/16/2012	4,792.00	494.00	4,298.00
100.	EXXON MOBIL CORP COM	09/12/1978	05/18/2012	8,214.00	330.00	7,884.00
100.	EXXON MOBIL CORP COM	09/12/1978	11/16/2012	8,576.00	330.00	8,246.00
150000.	FANNIE MAE NOTE	01/14/2005	09/15/2012	150,000.00	150,282.00	-282.00
200.	F5 NETWORKS INC COM	12/13/2010	11/16/2012	17,222.00	28,084.00	-10,862.00
200.	F5 NETWORKS INC COM	08/26/2011	11/16/2012	17,222.00	14,902.00	2,320.00
300.	FREEPORT-MCMORAN COPPER & GOLD	01/14/2010	05/18/2012	9,531.00	12,870.00	-3,339.00
500.	FREEPORT-MCMORAN COPPER & GOLD	10/28/2009	05/18/2012	15,885.00	18,794.00	-2,909.00
200.	GENERAL ELEC CO COM	12/07/1984	05/18/2012	3,774.00	453.00	3,321.00
100.	GENERAL ELEC CO COM	12/07/1984	11/16/2012	2,001.00	226.00	1,775.00
50.	INTERNATIONAL BUSINESS MACHS COM	12/08/1999	05/18/2012	9,835.00	5,936.00	3,899.00
150.	INTERNATIONAL BUSINESS MACHS COM	12/08/1999	11/16/2012	27,946.00	17,809.00	10,137.00
100.	JOHNSON & JOHNSON COM	02/12/1976	11/16/2012	6,902.00	194.00	6,708.00
700.	KBR INC COM	10/28/2009	05/18/2012	18,484.00	15,137.00	3,347.00
1200.	MONDELEZ INTERNATIONAL INC COM	10/05/2011	11/16/2012	30,239.00	25,621.00	4,618.00
200.	NEXTERA ENERGY INC COM	03/24/2004	11/16/2012	13,436.00	6,593.00	6,843.00
100.	PEPSICO INC COM	01/14/2005	11/16/2012	6,827.00	5,280.00	1,547.00
100.	PRAXAIR INC COM	11/12/2002	11/16/2012	10,491.00	2,650.00	7,841.00
100.	PROCTER & GAMBLE CO COM	03/05/1981	11/16/2012	6,646.00	220.00	6,426.00
<b>Totals</b>						

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