



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE ABINGTON FOUNDATION		A Employer identification number 34-1404854						
Number and street (or P.O. box number if mail is not delivered to street address) 1422 EUCLID AVENUE	Room/suite 966	B Telephone number (see instructions) (216) 621-2901						
City or town, state, and ZIP code CLEVELAND, OH 44115-1901		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 26,751,169.		J 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.)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4 Dividends and interest from securities	425,400.	425,400.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	512,368.			
b Gross sales price for all assets on line 6a 5,341,071.				
7 Capital gain net income (from Part IV, line 2)		512,368.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	3,356,866.	109,253.		
12 Total. Add lines 1 through 11	4,294,634.	1,047,021.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH. 2	12,000.			12,000.
c Other professional fees (attach schedule) *	219,056.	55,976.		163,080.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH. 4	23,126.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	8,064.			8,064.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5	11,455.			11,455.
24 Total operating and administrative expenses. Add lines 13 through 23	273,701.	55,976.		194,599.
25 Contributions, gifts, grants paid	1,163,418.			1,163,418.
26 Total expenses and disbursements. Add lines 24 and 25	1,437,119.	55,976.	0	1,358,017.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	2,857,515.			
b Net investment income (if negative, enter -0-)		991,045.		
c Adjusted net income (if negative, enter -0-)				

83

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	26,006.	18,409.	18,409.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	20,672,554.	19,305,414.	19,305,414.
	c	Investments - corporate bonds (attach schedule) ATCH 7	2,492,961.	2,627,545.	2,627,545.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	848,402.	4,799,801.	4,799,801.
	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)	24,039,923.	26,751,169.	26,751,169.	
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 ▶ ATCH 9)	152,111.	5,842.	
23	Total liabilities (add lines 17 through 22)	152,111.	5,842.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" 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	23,887,812.	26,745,327.	
30	Total net assets or fund balances (see instructions)	23,887,812.	26,745,327.		
31	Total liabilities and net assets/fund balances (see instructions)	24,039,923.	26,751,169.		

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	23,887,812.
2	Enter amount from Part I, line 27a	2	2,857,515.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,745,327.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,745,327.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	512,368.	
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	0	

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	1,646,266.	24,694,506.	0.066665
2010	1,489,006.	24,730,828.	0.060208
2009	958,515.	20,790,429.	0.046104
2008	1,911,515.	27,536,782.	0.069417
2007	2,310,640.	34,359,313.	0.067249
2 Total of line 1, column (d)			2 0.309643
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 0.061929
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 25,437,573.
5 Multiply line 4 by line 3			5 1,575,323.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,910.
7 Add lines 5 and 6			7 1,585,233.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,358,017.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	19,821.
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	19,821.
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	19,821.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012.	6a	27,500.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	5,000.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	32,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	12,679.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax. 12,679. Refunded.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ► WWW.FMSCLEVELAND.COM/ABINGTON				
14	The books are in care of ► FOUNDATION MGMT SERVICES Telephone no ► 216-621-2901			
Located at ► 1422 EUCLID AVENUE, SUITE 966 CLEVELAND, OH ZIP+4 ► 44115-1901				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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		
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	
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

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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
ATCH 10		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐Form **990-PF** (2012)

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
ATCH 11		163,080.
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2012)

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	25,824,947.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	25,824,947.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,824,947.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	387,374.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,437,573.
6	Minimum investment return. Enter 5% of line 5	6	1,271,879.

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	1,271,879.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,821.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,821.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,252,058.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,252,058.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,252,058.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,358,017.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,358,017.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,358,017.

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				1,252,058.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007 294,523.				
b From 2008 551,298.				
c From 2009				
d From 2010 277,401.				
e From 2011 439,833.				
f Total of lines 3a through e	1,563,055.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>1,358,017.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,252,058.
e Remaining amount distributed out of corpus	105,959.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,669,014.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	294,523.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,374,491.			
10 Analysis of line 9				
a Excess from 2008 551,298.				
b Excess from 2009				
c Excess from 2010 277,401.				
d Excess from 2011 439,833.				
e Excess from 2012 105,959.				

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 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:

ATCH 12

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

SEE STMT ATTACHED

c Any submission deadlines:

SEE STMT ATTACHED

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

SEE STMT ATTACHED

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 ATCH 13				
Total			▶ 3a	1,163,418.
b Approved for future payment ATCH 14				
Total			▶ 3b	30,000.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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). (See instructions)
1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	
31	
32	
33	
34	
35	
36	
37	
38	
39	
40	
41	
42	
43	
44	
45	
46	
47	
48	
49	
50	
51	
52	
53	
54	
55	
56	
57	
58	
59	
60	
61	
62	
63	
64	
65	
66	
67	
68	
69	
70	
71	
72	
73	
74	
75	
76	
77	
78	
79	
80	
81	
82	
83	
84	
85	
86	
87	
88	
89	
90	
91	
92	
93	
94	
95	
96	
97	
98	
99	
100	

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,341,071.		KEYBANK ACCOUNT - SEE ATT'D PROPERTY TYPE: SECURITIES 5,275,777.				P	VARIOUS 65,294.	VARIOUS
121,534.		CAPITAL GAINS FROM K-1S PROPERTY TYPE: SECURITIES				P	VARIOUS 121,534.	VARIOUS
325,540.		CAPITAL GAIN DIVIDENDS RECEIVED PROPERTY TYPE: SECURITIES				P	VARIOUS 325,540.	VARIOUS
TOTAL GAIN (LOSS)							<u>512,368.</u>	

The Abington Foundation
Capital Gains Detail - Form 990-PF Part IV

EIN: 34-1404854

	<u>sale date</u>	<u>proceeds</u>	<u>cost</u>	<u>net gain/(loss)</u>
Old Mutual TS&W Small Cap Fund	1/9/2012	5,000	4,788	212
DFA US Large Cap Fund	1/10/2012	15,000	19,282	(4,282)
AQR Intl Fund	1/31/2012	9,990	2,460	7,530
Alger Small Cap Inst	1/31/2012	61,000	53,830	7,170
DFA Intl Sm Cap	1/31/2012	19,000	21,736	(2,736)
DFA US Large Cap Value	1/31/2012	15,000	18,909	(3,909)
DFA AEW Real Estate	1/31/2012	41,000	37,103	3,897
Dodge & Cox Intl	1/31/2012	23,000	31,724	(8,724)
Dreyfus Invt Bos Co	1/31/2012	57,000	54,758	2,242
Harbor Cap Apprec Fund	1/31/2012	26,000	25,059	941
Janus Intech US Core Fund	1/31/2012	3,500	3,643	(143)
Old Mutual TS&W Small Cap Fund	1/31/2012	40,000	36,899	3,101
Schwab Fundamental	1/31/2012	18,000	21,978	(3,978)
Vanguard Intl Growth	1/31/2012	51,000	73,495	(22,495)
Vanguard Emerging Mkts	1/31/2012	14,963	17,217	(2,254)
Walhausen Small Cap Fund	1/31/2012	34,000	21,392	12,608
AQR Intl Fund	2/16/2012	336,663	79,717	256,946
DFA Large Cap Value	2/16/2012	320,000	388,320	(68,320)
Dodge & Cox Intl	2/16/2012	567,000	755,233	(188,233)
Harbor Cap Apprec Fund	2/16/2012	348,000	321,017	26,983
Janus Intech US Core Fund	2/16/2012	435,000	440,609	(5,609)
Vanguard Intl Growth	2/16/2012	578,000	751,687	(173,687)
Harbor Cap Apprec Fund	5/3/2012	10,000	8,646	1,354
Janus Intech US Core Fund	5/3/2012	10,000	9,602	398
DFA AEW Real Estate	5/11/2012	10,000	9,352	648
Harbor Cap Apprec Fund	5/11/2012	25,000	22,726	2,274
Janus Intech US Core Fund	5/11/2012	20,000	19,862	138
Touchstone Sm Cap Fund	5/11/2012	3,000	2,992	8
Dreyfus Invt Bos Co	7/5/2012	8,000	6,859	1,141
Harbor Cap Apprec Fund	7/5/2012	15,000	13,814	1,186
Janus Intech US Core Fund	7/5/2012	64,000	63,476	524
Touchstone Sm Cap Fund	7/5/2012	27,000	27,111	(111)
DFA Intl Real Estate	7/6/2012	58,000	66,040	(8,040)
DFA Large Cap Value	7/6/2012	59,000	72,746	(13,746)
DFA AEW Real Estate	7/6/2012	51,000	43,164	7,836
Walhausen Small Cap Fund	7/6/2012	73,980	49,547	24,433
DFA Intl Real Estate	7/25/2012	9,000	10,227	(1,227)
DFA US Large Cap Value	7/25/2012	102,000	129,156	(27,156)
DFA AEW Real Estate	7/25/2012	5,000	4,201	799
Dodge & Cox Intl	7/25/2012	23,000	34,212	(11,212)
Harbor Cap Apprec Fund	7/25/2012	90,000	85,948	4,052
Janus Intech US Core Fund	7/25/2012	127,000	128,814	(1,814)
Vanguard Intl Growth	7/25/2012	30,000	34,473	(4,473)
AQR Intl Fund	7/27/2012	24,975	6,574	18,401
AQR Intl Fund	8/24/2012	40,959	9,718	31,241
Dodge & Cox Intl	8/24/2012	41,000	54,954	(13,954)
AQR Intl Fund	9/20/2012	10,989	2,476	8,513
Dodge & Cox Intl	9/20/2012	24,000	29,480	(5,480)
Vanguard Intl Growth	9/20/2012	7,000	6,728	272
AQR Intl Fund	10/5/2012	34,965	7,987	26,978
William Blair Intl	10/5/2012	16,000	15,650	350

DFA Large Cap Value	10/5/2012	40,000	44,532	(4,532)
Dodge & Cox Intl	10/5/2012	31,000	33,280	(2,280)
Harbor Cap Apprec Fund	10/5/2012	18,000	13,877	4,123
Janus Intech US Core Fund	10/5/2012	4,000	3,694	306
Vanguard Intl Growth	10/5/2012	41,000	38,414	2,586
Walthausen Small Cap Fund	10/5/2012	37,000	14,085	22,915
Touchstone Sm Cap Fund	10/9/2012	3,000	2,786	214
AQR Intl Fund	11/7/2012	179,820	40,798	139,022
William Blair Intl	11/7/2012	26,000	25,260	740
DFA Intl Real Estate	11/7/2012	25,000	25,398	(398)
DFA Intl Sm Cap	11/7/2012	18,000	19,724	(1,724)
DFA Large Cap Value	11/7/2012	167,000	186,496	(19,496)
DFA AEW Real Estate	11/7/2012	9,000	9,140	(140)
Dodge & Cox Intl	11/7/2012	165,000	161,095	3,905
Harbor Cap Apprec Fund	11/7/2012	55,000	44,309	10,691
Janus Intech US Core Fund	11/7/2012	89,000	84,199	4,801
Schwab Fundamental	11/7/2012	6,500	8,042	(1,542)
Touchstone Sm Cap Fund	11/7/2012	3,500	3,268	232
Vanguard Intl Growth	11/7/2012	175,000	162,967	12,033
Vanguard Emerging Mkts	11/7/2012	9,000	10,226	(1,226)
Walthausen Small Cap Fund	11/7/2012	18,000	6,862	11,138

total for equities above:	totals, this section:	<u>5,157,804</u>	<u>5,095,843</u>	<u>61,961</u>
---------------------------	-----------------------	------------------	------------------	---------------

total for fixed income	see att'd detail	179,000	176,015	2,985
other sales	see att'd detail	4,267	3,919	348

Grand total, Key Investment Account		<u>5,341,071</u>	<u>5,275,777</u>	<u>65,294</u>
--	--	-------------------------	-------------------------	----------------------

January 1, 2012 - December 31, 2012

ABINGTON FOUNDATION THE

Assets Disposed

Sales and maturities		<i>continued</i>		Units	Cash	Tax cost	Realized gain/loss for tax cost
Date Description	CUSIP #						
1/31/12 PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 1,532.913 UNITS @ 11.09 ON 01/30/12	693390700	<i>continued</i>		1,532.913 -	17,000 00	16,582.07 -	417 93
1/31/12 PIMCO EMERGING LOCAL BOND FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 748 363 UNITS @ 10 69 ON 01/30/12	72201F516	<i>continued</i>		748 363 -	8,000 00	8,449 02 -	449 02-
1/31/12 VANGUARD INFLATN-PROTECTED SECS OPEN-END FUND ADM CL MUTUAL FUND AGENT SOLD 141.894 UNITS @ 28.19 ON 01/30/12	922031737	<i>continued</i>		141 894 -	4,000 00	3,924 79 -	75 21
1/31/12 WESTERN ASSET CORE PLUS BOND OPEN-END FUND CL I MUTUAL FUND AGENT SOLD 801 425 UNITS @ 11.23 ON 01/30/12	957663503	<i>continued</i>		801.425 -	9,000 00	8,484.70 -	515.30
7/05/12 PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 2,383.054 UNITS @ 11 33 ON 07/03/12	693390700	<i>continued</i>		2,383 054 -	27,000 00	26,605.96 -	394 04
7/05/12 PIMCO EMERGING LOCAL BOND FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 754 717 UNITS @ 10 60 ON 07/03/12	72201F516	<i>continued</i>		754 717 -	8,000.00	8,520.75 -	520.75-

January 1, 2012 - December 31, 2012

ABINGTON FOUNDATION THE

Assets Disposed

Sales and maturities		continued		CUSIP #	Units	Cash	Tax cost	Realized gain/loss for tax cost
Date	Description							
7/05/12	VANGUARD INFLATN-PROTECTED SECS OPEN-END FUND ADM CL MUTUAL FUND AGENT SOLD 347,343 UNITS @ 28.79 ON 07/03/12			922031737	347,343 -	10,000.00	9,414.42 -	585.58
7/05/12	WESTERN ASSET CORE PLUS BOND OPEN-END FUND CL I MUTUAL FUND AGENT SOLD 2,006,981 UNITS @ 11.46 ON 07/03/12			957663503	2,006,981 -	23,000.00	22,703.09 -	296.91
7/25/12	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 1,046,207 UNITS @ 11.47 ON 07/24/12			693390700	1,046,207 -	12,000.00	11,402.61 -	597.39
7/25/12	WESTERN ASSET CORE PLUS BOND OPEN-END FUND CL I MUTUAL FUND AGENT SOLD 1,118,761 UNITS @ 11.62 ON 07/24/12			957663503	1,118,761 -	13,000.00	11,714.88 -	1,285.12
11/07/12	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 1,296,456 UNITS @ 11.57 ON 11/06/12			693390700	1,296,456 -	15,000.00	14,880.37 -	119.63
11/07/12	PIMCO EMERGING LOCAL BOND FUND OPEN-END FUND INSTL CL MUTUAL FUND AGENT SOLD 826,446 UNITS @ 10.89 ON 11/06/12			72201F516	826,446 -	9,000.00	9,330.58 -	330.58-

January 1, 2012 - December 31, 2012
ABINGTON FOUNDATION THE

Assets Disposed

Sales and maturities		continued				
Fixed income		continued				
Date	Description	CUSIP #	Units	Cash	Tax cost	Realized gain/loss for tax cost
11/07/12	VANGUARD INFLATN-PROTECTED SECS OPEN-END FUND ADM CL MUTUAL FUND AGENT SOLD 273 598 UNITS @ 29 24 ON 11/06/12	922031737	273 598 -	8,000.00	8,027.38 -	27 38-
11/07/12	WESTERN ASSET CORE PLUS BOND OPEN-END FUND CL I MUTUAL FUND AGENT SOLD 1,369.863 UNITS @ 11 68 ON 11/06/12	957663503	1,369.863 -	16,000 00	15,974 33 -	25.67
Total Fixed income				\$179,000.00	\$176,014.95 -	\$2,985.05
Other		continued				
Date	Description	CUSIP #	Units	Cash	Tax cost	Realized gain/loss for tax cost
4/30/12	ACADIAN GLOBAL LOW VOLATILITY EQ LIMITED LIABILITY CO QUARTER ONE 2012 MANAGEMENT FEES 1,065 UNITS @ 1145.18 PER SHARE	9983226A4	1 065 -	1,219.62	1,170.09 -	49 53
10/30/12	ACADIAN GLOBAL LOW VOLATILITY EQ LIMITED LIABILITY CO QUARTER THREE 2012 MANAGEMENT FEES 2,5010 UNITS @ \$1218 29 PER SHARE	9983226A4	2.501 -	3,046 95	2,747 80 -	299 15
						\$348.68

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SETTLEMENT INCOME FROM SECURITIES	25,047.	25,047.
INCOME FROM K-1'S	84,508.	84,206.
OTHER UNREALIZED GAIN ON INVESTMENTS	3,247,311.	
TOTALS	<u>3,356,866.</u>	<u>109,253.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	12,000.			12,000.
TOTALS	<u>12,000.</u>	<u>-</u>	<u>-</u>	<u>12,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
KEYBANK AND INVEST FEES	55,976.	55,976.	
ADMIN-FOUNDATION MANAGEMENT	163,080.		163,080.
TOTALS	<u>219,056.</u>	<u>55,976.</u>	<u>163,080.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	23,126.
TOTALS	<u>23,126.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OFFICE EXPENSE	8,614.	8,614.
INSURANCE	2,841.	2,841.
TOTALS	<u>11,455.</u>	<u>11,455.</u>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITY MUTUAL FUNDS - SEE ATTD	19,305,414.	19,305,414.
TOTALS	<u>19,305,414.</u>	<u>19,305,414.</u>

Equities

Equity mutual funds

Shares	Description	CUSIP #	Market value/ Unit price
198,942 042	AQR INTERNATIONAL EQUITY FUND OPEN-END FUND CL Y	00203H503	2,130,669 27 10 710
30,161.147	ALGER SMALL CAP INSTITUTIONAL PT OPEN-END FUND	015570104	780,872 10 25 890
49,645.147	WILLIAM BLAIR INTL SM CAP GROWTH OPEN-END FUND CL I	093001188	674,181 10 13 580
92,229.098	DFA INTL REAL ESTATE SECS PORTF OPEN-END FUND	233203348	476,824 44 5 170
42,858 354	DFA INTL SM CAP VALUE PORTFOLIO OPEN-END FUND	233203736	684,876 50 15 980
87,200 398	DFA US LARGE CAP VALUE PORTFOLIO OPEN-END FUND	233203827	1,996,889 11 22 900
19,921 988	DFA/AEW REAL ESTATE SEC PTFL OPEN-END FUND	233203835	524,745 16 26 340
63,034.562	DODGE & COX INTERNATIONAL STOC F OPEN-END FUND	256206103	2,183,517 23 34 640
54,105 092	DREYFUS INVT BOS CO SM/MDCAP GR OPEN-END FUND INV CL	26203E794	784,523 83 14 500
46,953 314	HARBOR CAPITAL APPRECIATION FD OPEN-END FUND	411511504	1,996 454 91 42 520
128,078.039	JANUS INTECH US CORE FUND OPEN-END FUND CL I	47103C308	1,978,805 70 15 450
74,914 642	SCHAWB FUNDAMENTAL EMER MKTS LG OPEN-END FUND	808509343	693,709 58 9 260

Equities		continued	
Equity mutual funds		continued	
Shares	Description	CUSIP #	Market value/ Unit price
46,905,257	TOUCHSTONE SM CAP VALUE OPPTYS OPEN-END FUND INSTL CL	89154X252	788.47737 16.810
35,139,287	VANGUARD INTERNATIONAL GROWTH FD OPEN-END FUND ADMIRAL CL	921910501	2,153,335.51 61.280
24,751,061	VANGUARD EMERGING MKTS STK INDX OPEN-END FUND	922042304	693,277.22 28.010
40,372,717	WALTHAUSEN SMALL CAP VALUE FUND OPEN-END FUND	933310104	764,255.53 18.930
Total equity mutual funds			\$19,305,414.56
Total equities			\$19,305,414.56

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INC MUT FDS - SEE ATTD	2,627,545.	2,627,545.
TOTALS	<u>2,627,545.</u>	<u>2,627,545.</u>

Fixed income

Fixed income mutual funds

<i>Par value</i>	<i>Description</i>	<i>CUSIP #/ S&P rating</i>	<i>Market value/ Unit price</i>
69,917,965	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	693390700	785,877.93 11,240
48,976,765	PIMCO EMERGING LOCAL BOND FUND OPEN-END FUND INSTL CL	72201F516	537,764.88 10,980
18,261,842	VANGUARD INFLATN-PROTECTED SECS OPEN-END FUND ADM CL	922031737	521,192.97 28,540
67,070,223	WESTERN ASSET CORE PLUS BOND OPEN-END FUND CL I	957663503	782,709.50 11,670
Total fixed income mutual funds			\$2,627,545.28

Total fixed income

\$2,627,545.28

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LTD PARTNERSHIPS - SEE ATT'D	4,799,801.	4,799,801.
TOTALS	<u>4,799,801.</u>	<u>4,799,801.</u>

Other assets				
Limited partnership				
Units	Description	CUSIP #	Market value/ Unit price	
1,239,763.134	AQR SMALL CAP CORE FUND LIMITED PARTNERSHIP	9983198K6	785,104.80	633
87,500	NEO CAPITAL FUND LIMITED PARTNERSHIP	9983206P5	11/30/12 99,356.25	1 135
3,217.254	ACADIAN GLOBAL LOW VOLATILITY EQ LIMITED LIABILITY CO	9983226A4	9/28/12 3,915,339.21	1 216 981
Total limited partnership			10/31/12	\$4,799,800.26
Total other assets				
				\$4,799,800.26

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PAYABLE TO BROKER DEALER - PENDING PURCHASES	5,842.
TOTALS	<u>5,842.</u>

THE ABINGTON FOUNDATION

34-1404854

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CHARLES K. FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
DAVID K. FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
ALLEN H. FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	VICE PRESIDENT 2.00	0	0	0
LISE FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
NED FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0

ATTACHMENT 10

THE ABINGTON FOUNDATION

34-1404854

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JOHN FORD	PRESIDENT	0	0	0
1422 EUCLID AVENUE	2.00			
966				
CLEVELAND, OH 44115-1901				

SARAH FORD WHITENER	TRUSTEE	0	0	0
1422 EUCLID AVENUE	2.00			
966				
CLEVELAND, OH 44115-1901				

TOMAS REVESZ	TRUSTEE	0	0	0
1422 EUCLID AVENUE	2.00			
966				
CLEVELAND, OH 44115-1901				

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION MANAGEMENT SERVICES 1422 EUCLID AVENUE, SUITE 966 CLEVELAND, OH 44115-1952	MGMT SVCS	163,080.
TOTAL COMPENSATION		<u>163,080.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE ABINGTON FOUNDATION

C/O FOUNDATION MANAGEMENT SERVICES
1422 EUCLID AVENUE, SUITE 966
CLEVELAND, OH 44115-1592

**THE ABINGTON FOUNDATION
FORM 990-PF, PART XV, LINES 2B-D**

APPLICATION PROCESS

All applications must be submitted online. Before beginning your application, please review these steps.

STEP 1: Check your eligibility. Your organization or your program must:

- be consistent with one of our focus areas
- be tax-exempt under section 501(c)(3) of the IRS code
- be based in Northeast Ohio and have a significant impact on Cuyahoga County (Proposals from organizations located outside of the region will be considered only if invited by a Trustee.)
- have submitted an interim or final report on any previous grants before a new request can be considered

STEP 2: See what information you will need.

- Application Questions – PLEASE OBTAIN FROM WEBSITE
- Attachment Checklist – PLEASE OBTAIN FROM WEBSITE

STEP 3: Begin your online application.

- **FOR FIRST TIME USERS:** Click on Start a New Application above. At the Sign-In page you should select new online applicant. As a new user, enter your email address and a password. **PLEASE NOTE:** the email address and password you choose is for your *organization* and not you as an individual. The email and password will enable you and other staff members to save and return to an application and it will be used to complete the grant report form if a grant is awarded. In addition, every application and report that your organization submits, from this point on, will be accessible by using this email address and password. If you outsource your grant writing, set up your sign-in and provide the grant writer with access to your account. **The contract grant writer should never use your organizations sign-in account for other organizations' applications. The same email address cannot be used for more than one organization.** You will be prompted to enter your organization's taxpayer identification number. The Tax ID will be checked against the IRS database. **PLEASE NOTE:** If you are working with a fiscal sponsor, please contact our office before proceeding. Next you will complete an Eligibility Quiz.
- **FOR RETURNING USERS:** If you previously created an account, and you are ready to submit another application, click Start a New Application above. At the Sign-In page, select returning online applicant and enter the email address and password that you originally created. If this new application is eligible, your organization name, address and other information will automatically be entered into the new application.

- **RETRIEVING A SAVED APPLICATION:** If you previously started and saved an application, click on Continue an Incomplete Application above. Indicate that you are a returning online user and enter your email and password. You will then see the application that you have been working on in your account. At this point, you can complete the application and submit it, or edit, save and submit it at a later date. You have the ability to email a copy of the saved application to a colleague for review prior to completing and submitting it to the Foundation.

Step 4: Complete and submit the online application. When you click submit you will receive an email confirmation that we have received your application. **PLEASE NOTE:** Do not mail a duplicate hard copy of the application or any uploaded attachments.

Deadline

The Board of Trustees meets 3 times a year to consider applications and award grants. In order to allow ample time for the Trustees to review each request thoroughly, the following schedule has been adopted:

Please note: From time to time the application may be updated; therefore, the online application will be available one month prior to the stated deadlines.

Application Available	Deadline	Meeting Date
November 1st	December 1st	January
April 1st	May 1st	June
August 1st	September 1st	November

When a deadline falls on a weekend or a holiday, the proposal must be submitted by 4:00 p.m. the following business day.

Technical Assistance

The staff of the Abington Foundation are available to discuss application procedures. As part of the review process, they often make site visits to requesting organizations. They also reserve the right to contact other funders and professionals in the field regarding the grant applicants under review.

Foundation Management Services
1422 Euclid Avenue, Suite 966
Cleveland, OH 44115-1952
Phone: 216-621-2901 Fax: 216-621-8198
Email: info@fmscleveland.com

To conserve your costs and the environment, please do not send us more than one copy of newsletters, invitations, annual reports or other mailings. We prefer to receive any printed material as a pdf attachment to an e-mail.

FORM 990BF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE STATEMENT ATTACHED

NONE

PUBLIC CHARITY

SEE STMT ATTACHED

1,163,418

TOTAL CONTRIBUTIONS PAID

1,163,418

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE STATEMENT ATTACHED

NONE

PUBLIC CHARITY

SEE ATTACHED STMT

30,000

TOTAL CONTRIBUTIONS APPROVED

30,000

SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2012

Grantee	Description	Grants	
		Paid	Committed to be Paid in Future
AFS Intercultural Program	<i>for scholarships for Cleveland students (over three years)</i>	\$ 15,000	\$ 30,000
America SCORES Cleveland	<i>for after-school health and literacy programming in the CMSD</i>	15,000	-
Asian Services In Action, Inc.	<i>for the Community Adult Mentoring summer camp program for refugee and immigrant youth in grades K-12</i>	10,000	-
Baldwin-Wallace College	<i>for the Baldwin-Wallace Scholars Program</i>	10,000	-
Beech Brook	<i>to provide school-based mental health services for students in Cuyahoga County with severe behavioral and emotional difficulties</i>	10,000	-
Big Brothers Big Sisters of Greater Cleveland	<i>for the school-based mentoring program</i>	10,000	-
Boys Hope Girls Hope	<i>for Hope Prep, an outreach program for middle and high school students</i>	15,000	-
Burten, Bell, Carr Development, Inc.	<i>for Bridgeport Market, Café and Community Kitchen, a fresh produce and nutrition program</i>	20,000	-
Business Volunteers Unlimited	<i>for capacity building for nonprofit organizations</i>	5,000	-
The Children's Museum of Cleveland	<i>for the Centuries of Childhood exhibit</i>	10,000	-
City Year Cleveland	<i>for programming in CMSD schools</i>	25,000	-
Cleveland Botanical Garden	<i>for plant science and early literacy professional development for CMSD teachers educational programming</i>	20,000	-
Cleveland Foodbank, Inc.	<i>to provide free produce to low-income individuals</i>	10,000	-
Cleveland Kids In Need Resource Center	<i>for capacity building</i>	5,000	-
Cleveland Metropolitan School District	<i>for All-City Arts, an arts-infused, performance-based after-school program for 6-12th grade students</i>	30,000	-

SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2012

Grantee	Description	Grants Paid	Grants Committed to be Paid in Future
Cleveland Metropolitan School District	<i>for the PATHS program, which provides social/emotional skills for students to improve academic achievement</i>	100,000	-
Cleveland Public Theater	<i>for Brick City, after school/summer arts programming</i>	10,000	-
Cleveland Restoration Society	<i>to identify and designate African American landmarks in Cleveland</i>	10,000	-
College Now Greater Cleveland (formerly Cleveland Scholarship Programs, Inc.)	<i>for college advising services for CMSD students</i>		
Community Re-Entry	<i>for the Women's Re-Entry Network</i>	20,000	-
Community Service Alliance	<i>for veteran housing at Sacramento House</i>	10,000	-
Conservancy for Cuyahoga Valley National Park	<i>for low-income students to attend environmental education programming</i>	12,000	-
Domestic Violence & Child Advocacy	<i>for merger expenses</i>	9,000	-
East Cleveland Township Cemetery Foundation	<i>to replace the roof of the chapel</i>	10,000	-
Eliza Bryant Village	<i>for renovation of the Adult Day Care facility</i>	17,000	-
Environmental Health Watch	<i>for Green Houses & Greenhouses, a program to educate residents of the Buckeye neighborhood about healthy housing and community agriculture</i>	20,000	-
Esperanza	<i>for SISCO, an in-school and afterschool program to improve the academic performance of 6th-8th graders</i>	10,000	-
Facing History and Ourselves	<i>for professional development and follow-up support for CMSD educators</i>	15,000	-
Foundation Center-Cleveland	<i>for program support</i>	10,000	-
		3,500	-

SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2012

Grantee	Description	Grants Paid	Grants Committed to be Paid in Future
Free Medical Clinic of Greater Cleveland	<i>for clinical and outreach services to teens</i>	15,000	-
Fund for Our Economic Future	<i>for Phase 3 to address economic challenges facing the region</i>	42,000	-
Great Lakes Theater	<i>for education programming in the CMSD</i>	15,000	-
Greater Cleveland Neighborhood Centers Association	<i>for the Freedom Schools summer program to be implemented at East Cleveland Neighborhood Center and Harvard Community Services Center</i>	29,000	-
Greater Cleveland Volunteers	<i>for the Experience Corps Group</i>	16,000	-
Hathaway Brown School	<i>for the Aspire Program</i>	5,000	-
Joseph's Home	<i>for the Continuity of Care program for homeless men</i>	12,000	-
Junior Achievement of Greater Cleveland, Inc.	<i>for career readiness, financial literacy, and economic education for CMSD middle school students</i>	10,000	-
Laurel School	<i>for the North Star program, a partnership with the CMSD Girls Leadership Academy at Warner School</i>	10,000	-
Literacy Cooperative Of Greater Cleveland	<i>for SPARK, a pre-school intervention program</i>	20,000	-
Lutheran Metropolitan Ministry	<i>to renovate a building for its headquarters to support and expand services (over 2 years)</i>	50,000	-
Merrick House	<i>for computer literacy programming for teens and adults</i>	7,250	-
MobileMed1 Inc	<i>to provide medical, dental and vision care to the uninsured and underinsured via mobile health clinics</i>	10,000	-
Musical Arts Association (Cleveland Orchestra)	<i>for the education concerts for CMSD students</i>	20,000	-
Nature Center at Shaker Lakes	<i>for low-income students attend environmental education programming</i>	5,000	-

SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2012

Grantee	Description	Grants Paid	Grants Committed to be Paid in Future
Near West Theater	<i>for youth theatre arts programming for youth</i>	10,000	-
Neighborhood Progress, Inc.	<i>for the Saint Luke's Manor project</i>	20,000	-
North Coast Health Ministry	<i>for the Chronic Care Nurse Case Manager position</i>	10,000	-
Open Doors, Inc.	<i>for enrichment programming for middle and high school students</i>	10,000	-
Partnership for A Safer Cleveland	<i>to conduct leadership training for youth living in CMHA</i>	16,500	-
Phillips Exeter Academy	<i>for professional development workshops for CMSD teachers</i>	20,000	-
Planned Parenthood of Northeast Ohio	<i>to renovate a building to establish a Regional Medical Center</i>	33,334	-
Rainey Institute	<i>for the summer arts day camp</i>	5,000	-
Roots of American Music (ROAM)	<i>for an arts-integrated science program at Heritage Middle School</i>	5,000	-
Salvation Army	<i>for the Learning Zones which provide after-school and summer activities for at-risk children</i>	5,000	-
Scranton Road Ministries Community Development Corporation	<i>for an after school enrichment program for middle school students</i>	22,500	-
Senior Citizen Resources, Inc.	<i>for health and wellness programming</i>	15,000	-
Springfield Peace School Inc.	<i>for a one-week Peace Camp</i>	15,000	-
Saint Ignatius High School	<i>for the Arrupe Neighborhood Partnership to provide summer programming</i>	12,000	-
St. Malachi Center	<i>for after-school programming</i>	8,000	-
St. Martin de Porres High School	<i>for summer programming and tutoring for incoming freshman</i>	10,000	-
Suicide Prevention Education Alliance of NE Ohio	<i>to provide the Recognizing Teen Depression and Preventing Suicide program in CMSD schools</i>	15,000	-
Support Center for Child Advocates	<i>for advocacy for medically needy children</i>	10,000	-
United Way of Greater Cleveland	<i>for the 2012 annual campaign</i>	10,000	-
University Circle, Inc.	<i>for the Early Learning Initiative</i>	10,000	-
University Hospitals of Cleveland	<i>to establish the Geriatric Emergency Medicine program</i>	83,334	-

SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2012

Grantee	Description	Grants Paid	Grants Committed to be Paid in Future
Urban Squash Cleveland	<i>for start-up support of the after-school academic program</i>	10,000	-
Villa Angela St. Joseph High School	<i>to renovate the Chemistry Lab</i>	10,000	-
Vocational Guidance Services	<i>to develop "Earning while Learning" work opportunities</i>	10,000	-
West Side Community House	<i>for West Side Sisterhood, an education and empowerment program</i>	10,000	-
Western Reserve Historical Society	<i>for social studies and STEM programming for CMSD students</i>	10,000	-
Westside Industrial Retention and Expansion Network	<i>for year 2 of the redesign of Max Hayes High School</i>	15,000	-
Young Audiences of Northeast Ohio	<i>for Art is Education, an arts-integrated program within the CMSD</i>	10,000	-
Youth Opportunities Unlimited	<i>for Jobs for Ohio's Graduates, a drop-out prevention program</i>	10,000	-
		<u>\$ 1,163,418</u>	<u>\$ 30,000</u>

THE ABINGTON FOUNDATION

34-1404854

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15				
DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
SETTLEMENT INCOME FROM SECURITIES INCOME FROM PARTNERSHIPS UNREALIZED GAIN ON INVESTMENTS	525990		01	25,047.
		302.	14	84,206.
				3,247,311.
TOTALS		302.		3,247,311.