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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation FRANK MANGANO FOUNDATION		A Employer identification number 34-1600651	
Number and street (or P O box number if mail is not delivered to street address) 119 EAST STATE STREET		B Telephone number (see instructions) (330) 821-2150	
City or town, state, and ZIP code ALLIANCE, OH 446014933		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 10,050,521		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" 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.	432,634	432,634		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	45,243			
	b Gross sales price for all assets on line 6a _____ 439,250				
	7 Capital gain net income (from Part IV , line 2)		45,243		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> 465	465		
	12 Total. Add lines 1 through 11	478,342	478,342		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 17,814	0		17,814
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 9,572	202		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 10,225	10,000		225
	24 Total operating and administrative expenses. Add lines 13 through 23	37,611	10,202		18,039
	25 Contributions, gifts, grants paid	371,180			371,180
	26 Total expenses and disbursements. Add lines 24 and 25	408,791	10,202		389,219
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	69,551			
	b Net investment income (if negative, enter -0-)		468,140		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	1,845	8,957	8,957
	2	Savings and temporary cash investments	309,304	475,316	475,316
	3	Accounts receivable ▶ <u>2,171</u>			
		Less allowance for doubtful accounts ▶ _____	7,064	2,171	2,171
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	2,660	1,730	1,730
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,709,400	6,610,244	6,826,848
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	2,737,420	2,735,499	2,735,499	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,767,693	9,833,917	10,050,521	
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 ▶ _____)	3,327	0	
	23	Total liabilities (add lines 17 through 22)	3,327	0	
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 ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	72,977	72,977	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	9,691,389	9,760,940	
30	Total net assets or fund balances (see page 17 of the instructions)	9,764,366	9,833,917		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,767,693	9,833,917		

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	9,764,366
2	Enter amount from Part I, line 27a	2	69,551
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	9,833,917
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,833,917

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	45,243
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	389,320	7,611,406	0 051150
2010	372,688	8,019,328	0 046474
2009	566,721	7,457,149	0 075997
2008	768,521	12,316,800	0 062396
2007	621,458	14,633,988	0 042467

2	Total of line 1, column (d).	2	0 278484
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 055697
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	7,359,306
5	Multiply line 4 by line 3.	5	409,891
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,681
7	Add lines 5 and 6.	7	414,572
8	Enter qualifying distributions from Part XII, line 4.	8	389,219

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <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	9,363
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	9,363
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	9,363
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,259	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	11,259
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	9
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	1,887
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,887	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶MARCIE E CURRY Telephone no ▶(330) 821-2150 Located at ▶119 EAST STATE ST ALLIANCE OH ZIP +4 ▶446014933			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" 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	
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M E MANGANO	TRUSTEE	0	0	0
119 EAST STATE ST	5 00			
ALLIANCE, OH 446014933				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	7,173,456
b	Average of monthly cash balances.	1b	297,246
c	Fair market value of all other assets (see instructions).	1c	675
d	Total (add lines 1a, b, and c).	1d	7,471,377
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	7,471,377
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	112,071
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,359,306
6	Minimum investment return. Enter 5% of line 5.	6	367,965

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	367,965
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	9,363
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,363
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	358,602
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	358,602
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	358,602

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	389,219
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	389,219
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	389,219
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				358,602
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			338,285	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 389,219				
a Applied to 2011, but not more than line 2a			338,285	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				50,934
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				307,668
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	371,180
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****		2013-05-10	*****		May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee		Date	Title		

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00033988
	MARCIE E CURRY	MARCIE E CURRY	2013-05-10		
	Firm's name <input type="checkbox"/>	HILL BARTH & KING LLC		Firm's EIN <input type="checkbox"/> 34-1897225	
		119 EAST STATE STREET			
	Firm's address <input type="checkbox"/>	ALLIANCE, OH 44501		Phone no (330) 821-2150	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NUVEEN TRADEWINDS INTL VALUE	P	2011-12-29	2012-11-19
RIDGEWORTH SEIX HIGH YIELD	P	2012-01-01	2012-11-19
AMERICAN FD GROWTH FD OF AMERICA CL	P	2011-01-01	2012-11-19
NUVEEN TRADEWINDS INTL VALUE	P	2011-07-26	2012-11-19
PIMCO TOTAL RETURN FUND INSTL CL	P	2011-01-01	2012-11-19
RIDGEWORTH SEIX HIGH YIELD	P	2011-01-01	2012-11-19
VAUGHAN NELSON VALUE OPPORTUNITY CL	P	2011-01-01	2012-11-19
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,705		3,393	-688
10,009		10,079	-70
150,000		119,639	30,361
119,078		149,373	-30,295
49,975		47,306	2,669
39,991		40,391	-400
29,975		23,826	6,149
37,517			37,517

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-688
			-70
			30,361
			-30,295
			2,669
			-400
			6,149
			37,517

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A PLACE TO BE FOUNDATION PO BOX 1788 MIDDLEBURG,OH 20118	N/A	PUBLIC	FOR OPERATIONS	500
AMERICAN CHILDREN OF SCORE PO BOX 3423 THE PLAINS,VA 20198	N/A	PUBLIC	EDUCATION	100
AMERICAN RED CROSS - ELO PO BOX 3423 EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	-200
BLUE RIDGE HOSPICE 333 W CORK ST WINCHESTER,VA 22601	N/A	PUBLIC	FOR OPERATIONS	200
BUCHANAN HALL PO BOX 450 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	2,000
CALCUTTA FIRE DEPT PO BOX 2448 CALCUTTA,OH 43920	N/A	PUBLIC	FOR OPERATIONS	500
CHERRY BLOSSOM BREAST CANCER FUND P O BOX 402 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	500
CHRIST UNITED CHURCH OF CHRIST 301 N MAIN ST ORRVILLE,OH 44667	N/A	PUBLIC	FOR OPERATIONS	500
COMMUNITY MUSIC SCHOOL-PIEDMONT P O BOX 442 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	100
EAST LIVERPOOL FIRE DEPT 626 ST CLAIR AVE EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	500
EAST LIVERPOOL HIGH SCHOOL 100 MAINE BOULEVARD EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	200
EAST LIVERPOOL POLICE DEPT 126 W 6TH ST EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	500
EDI SOUTH 15529 SPRUCEVALE RD EAST LIVERPOOL,OH 43920	N/A	PUBLIC	EDUCATION	200
ELON UNIVERSITY CAMPUS BOX 2600 ELON,NC 27244	N/A	PUBLIC	EDUCATION	200
EMMANUEL EPISCOPAL CHURCH 9668 MAIDSTONE ROAD DELAPLANE,VA 20144	N/A	PUBLIC	FOR OPERATIONS	200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
F I S H RD1 BOX 274 CHESTER,WV 26034	N/A	PUBLIC	FOR OPERATIONS	200
F I S H 213 W4TH ST PO BOX 5181 EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	200
FAIRMONT ST COLL-ALUMNI ASSOC 1200 LOCUST AVENUE FAIRMONT,WV 26553	N/A	PUBLIC	EDUCATION	1,500
FAUQUIER CO SHERIFF'S DEPT 78 WLEET ST SUITE 200 WARRENTON,VA 20186	N/A	PUBLIC	FOR OPERATIONS	1,000
FAUQUIER FAMILY SHELTER PO BOX 3599 WARRENTON,VA 20188	N/A	PUBLIC	FOR OPERATIONS	250
FAUQUIER FIRE & RESCUE ASSN 78 WLEE ST SUITE 101 WARRENTON,VA 20186	N/A	PUBLIC	FOR OPERATIONS	250
FAUQUIER HOSPITAL 356 HOSPITAL DR WARRENTON,VA 20186	N/A	PUBLIC	FOR OPERATIONS	200
FAUQUIER SPCA PO BOX 733 WARRENTON,VA 20188	N/A	PUBLIC	FOR OPERATIONS	100
GLENMOOR VOLUNTEER FIRE DEPT P O BOX 2761 EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	250
GOOSE CREEK ASSOCIATION PO BOX 1178 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	500
GREAT MEADOWS PARK 5089 OLD TAVERN ROAD THE PLAINS,VA 20198	N/A	PUBLIC	FOR OPERATIONS	100
HOSPICE OF FAUQUIER COUNTY 42 N 5TH ST WARRENTON,VA 20186	N/A	PUBLIC	FOR OPERATIONS	200
HOSPICE OF THE RAPIDAN INC PO BOX 1715 CULPEPER,VA 22701	N/A	PUBLIC	FOR OPERATIONS	200
HUNT COUNTRY STABLE TOUR PO BOX 127 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	500
JN DING DARLING 1 WILDLIFE DRIVE SANIBEL,FL 33957	N/A	PUBLIC	FOR OPERATIONS	100


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIVERPOOL TOWNSHIP FIRE DEPT 353 ADA STREET EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500
LIVERPOOL TOWNSHIP POLICE DEPT 353 ADA STREET EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500
LORD FAIRFAX FOOD BANK PO BOX 3142 WINCHESTER, VA 22604	N/A	PUBLIC	FOR OPERATIONS	100
LOU HOLTZUPPER O VALLEY HOF 120 E 5TH ST EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	5,000
LOUDOUN 4H THERAPEUTIC RIDING 41793 TUTT LANE LEESBURG, VA 20176	N/A	PUBLIC	FOR OPERATIONS	100
LOUDOUN ABUSED WOMEN'S SHELTER 2 E WASHINGTON MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	200
MADD-NORTHERN VA P O BOX 4248 FALLS CHURCH, VA 22044	N/A	PUBLIC	FOR OPERATIONS	100
MARSHALL VOLUNTEER RESCUE SQUAD P O BOX 225 MARSHALL, VA 20115	N/A	PUBLIC	FOR OPERATIONS	500
MEALS ON WHEELS PO BOX 453 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	200
MIDDLEBURG ACADEMY INC 35321 NOTRE DAME LN MIDDLEBURG, VA 20117	N/A	PUBLIC	FOR EDUCATION - OPERATIONS	263,060
MIDDLEBURG COMMUNITY CENTER PO BOX 265 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	200
MIDDLEBURG FIRE DEPARTMENT PO BOX 122 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	100
MIDDLEBURG HUMANE FOUNDATION PO BOX 1238 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	1,000
MOSBY HERITAGE FUND P O BOX 1497 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	100
MUSEUM OF SHENANDOAH VALLEY 901 AMHERST ST WINCHESTER, VA 22601	N/A	PUBLIC	FOR OPERATIONS	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PIEDMONT CHILD CARE CENTER PO BOX 244 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	250
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON,VA 20188	N/A	PUBLIC	FOR OPERATIONS	1,000
SALVATION ARMY - EAST LIVERPOOL PO BOX 46 EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	200
SALVATION ARMY-WARRENTONFAUQUIER P O BOX 3474 WARRENTON,VA 20188	N/A	PUBLIC	FOR OPERATIONS	200
SANIBEL CAPTIVA FOUND P O BOX 839 SANIBEL,FL 33957	N/A	PUBLIC	FOR OPERATIONS	200
SEVEN LOAVES SERVICES INC PO BOX 1924 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	200
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DRIVE WINCHESTER,VA 22601	N/A	PUBLIC	EDUCATION	10,000
SPECIAL OLYMPICS OHIO 3303 WINCHESTER PIKE COLUMBUS,OH 43232	N/A	PUBLIC	FOR OPERATIONS	200
ST CLAIR TOWNSHIP POLICE 15442 PUGH RD SUITE 1 CALCUTTA,OH 43920	N/A	PUBLIC	FOR OPERATIONS	1,000
TRI-STATE AREA SCHOLARSHIP PO BOX 458 EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	1,000
TRI-STATE CHAPLAINCY 425 WEST FIFTH STREET EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	250
TRINITY EPISCOPAL CHURCH PO BOX 127 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	1,000
UNION TITLE ATHLETIC CLUB 2040 SOUTH UNION AVE ALLIANCE,OH 44601	N/A	PUBLIC	FOR OPERATIONS	3,000
UPPERVILLE COLT AND HORSE SHOW P O BOX 317 THE PLAINS,VA 20198	N/A	PUBLIC	FOR OPERATIONS	5,270
UPPERVILLE FIRE DEPT PO BOX 237 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA OUTDOORS FOUNDATION P O BOX 322 ALDIE,VA 20105	N/A	PUBLIC	FOR OPERATIONS	500
WINCHESTER MEDICAL CTR 1840 AMHERST ST WINCHESTER,VA 22601	N/A	PUBLIC	FOR OPERATIONS	2,000
WINDY HILL FOUNDATION PO BOX 1593 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	1,000
YMCA 500 E FOURTH ST EAST LIVERPOOL,OH 43920	N/A	PUBLIC	CAPITAL	50,000
AMERICAN RED CROSS - FAUQUIER - RAPPAHANNOCK 53 S 3RD ST WARRENTON,VA 201863304	N/A	PUBLIC	FOR OPERATIONS	200
THE HILL SCHOOL PO BOX 65 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	600
MIDDLEBURG FISH PO BOX 187 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	500
MIDDLEBURG LIBRARY PO BOX 1823 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	2,500
PIEDMONT COMMUNITY FOUNDATION PO BOX 402 MIDDLEBURG,VA 20118	N/A	PUBLIC	FOR OPERATIONS	200
UPPERVILLE BAPTIST CHURCH PO BOX 53 UPPERVILLE,VA 20185	N/A	PUBLIC	FOR OPERATIONS	200
EAST LIVERPOOL CHAMBER OF COMMERCE - POTTERY FESTIVAL FIREWORKS PO BOX 94 EAST LIVERPOOL,OH 43920	N/A	PUBLIC	FOR OPERATIONS	1,000
Total  3a				371,180

TY 2012 Accounting Fees Schedule**Name:** FRANK MANGANO FOUNDATION**EIN:** 34-1600651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	17,814	0		17,814

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: FRANK MANGANO FOUNDATION

EIN: 34-1600651

Statement: THE STATE OF OHIO REQUIRES A "VERIFICATION OF FILING WITH THE INTERNAL REVENUE SERVICE" FORM BE FILED IN LIEU OF THE FEDERAL FORM 990 AND EXPLICITLY STATES THAT NO FEDERAL FORM 990 BE FURNISHED.

**TY 2012 Investments Corporate
Stock Schedule****Name:** FRANK MANGANO FOUNDATION**EIN:** 34-1600651

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN GROWTH FUND OF AMERICA CLASS F	346,965	447,858
DREYFUS MIDCAP INDEX FD	117,455	152,071
ISHARES RUSSELL MIDCAP	50,049	71,207
PIMCO COMMODITY REAL	378,649	309,841
PIMCO EMRG LOCAL BOND FUND	458,421	452,498
PIMCO INVESTMENT GRADE CORP BD INTL	663,739	686,876
PIMCO SHORT TERM INSTL	1,525,986	1,539,979
PIMCO TOTAL RETURN INSTL	2,268,508	2,318,505
PERRITT MICRO CAP	50,603	68,952
OAKMARK INTL SMALL CAP FUND	30,475	29,637
RIDGEWORTH SEIX HIGH YIELD	421,472	427,993
SCHW INTL EQ ETF	99,930	92,337
THORNBURG VALUE FUND	111,203	119,456
VAUGHAN NELSON VALUE	86,001	109,638
CITADEL BROADCASTING CORP	788	0

TY 2012 Other Assets Schedule**Name:** FRANK MANGANO FOUNDATION**EIN:** 34-1600651

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NOTE RECEIVABLE - MIDDLEBURG ACADEMY	2,690,000	2,690,000	2,690,000
NOTE RECEIVABLE - TRI-STATE PROMOTERS	25,835	25,835	25,835
NOTE RECEIVABLE - HALL OF FAME	21,585	17,761	17,761
PREPAID FEDERAL INCOME TAX	0	1,903	1,903

TY 2012 Other Expenses Schedule

Name: FRANK MANGANO FOUNDATION

EIN: 34-1600651

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO FEES	225	0		225
INVESTING FEES	10,000	10,000		0

TY 2012 Other Income Schedule

Name: FRANK MANGANO FOUNDATION

EIN: 34-1600651

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LAWSUIT SETTLEMENT	465	465	465

TY 2012 Other Liabilities Schedule

Name: FRANK MANGANO FOUNDATION

EIN: 34-1600651

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED FEDERAL INCOME TAX	3,327	0

TY 2012 Taxes Schedule**Name:** FRANK MANGANO FOUNDATION**EIN:** 34-1600651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	9,370	0		0
FOREIGN TAXES	202	202		0