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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

<p>Name of foundation THE LAVALLEY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) 5800 MONROE STREET City or town SYLVANIA G Check all that apply. <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</p>				A Employer identification number 34-1722402 B Telephone number (see the instructions) (451) 988-2008 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"/>	
<p>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</p>					
<p>I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 19,353,729.</p>		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis)</i></p>			
<p>Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i></p>		<p>(a) Revenue and expenses per books</p>	<p>(b) Net investment income</p>	<p>(c) Adjusted net income</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p>
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	771,921.	771,921.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	369,462.	I-6a Stmt		
	b Gross sales price for all assets on line 6a	3,276,839.			
	7 Capital gain net income (from Part IV, line 2)		369,462.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
MISCELLANEOUS		13,460.	13,460.		
	12 Total. Add lines 1 through 11	1,154,843.	1,154,843.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	9,199.	9,199.		
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	29,855.	29,855.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	37,527.	37,527.		
	24 Total operating and administrative expenses. Add lines 13 through 23	76,581.	76,581.		
25 Contributions, gifts, grants paid	902,000.			902,000.	
26 Total expenses and disbursements. Add lines 24 and 25	978,581.	76,581.		902,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	176,262.				
b Net investment income (if negative, enter -0-)		1,078,262.			
c Adjusted net income (if negative, enter -0-)					

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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		444,219.	1,787,817.
	2 Savings and temporary cash investments			
	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 sch)	►		
	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)	L-10a Stmt		51,540.
	b Investments – corporate stock (attach schedule)	L-10b Stmt	9,363,280.	9,071,904.
	c Investments – corporate bonds (attach schedule)	L-10c Stmt	4,122,675.	2,965,324.
	11 Investments – land, buildings, and equipment basis	►		62,609.
	Less accumulated depreciation (attach schedule)	►		10,838,413.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	L-13 Stmt	3,140,211.	3,408,052.
	14 Land, buildings, and equipment basis	►		3,539,127.
	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)		17,070,385.	17,284,637.
				19,353,729.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► <u>UNCASHED DISTRIBUTIONS</u>)		51,000.	90,000.
	23 Total liabilities (add lines 17 through 22)		51,000.	90,000.
NET FUND	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►	X	
	24 Unrestricted		17,019,385.	17,194,637.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	►		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)		17,019,385.	17,194,637.
	31 Total liabilities and net assets/fund balances (see instructions)		17,070,385.	17,284,637.

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	17,019,385.
2 Enter amount from Part I, line 27a	2	176,262.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	17,195,647.
5 Decreases not included in line 2 (itemize) ► <u>Basis Adjustment</u>	5	1,010.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,194,637.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a MORGAN STANLEY SMITH BARNEY		P	12/31/11	12/31/12
b KEYBANK		P	12/31/11	12/31/12
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 2,296,056.	0.	2,101,805.	194,251.	
b 980,783.	0.	805,572.	175,211.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			194,251.	
b			175,211.	
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	369,462.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	- [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	896,050.	18,488,180.	0.048466
2010	809,800.	17,527,425.	0.046202
2009	711,547.	15,223,908.	0.046739
2008	820,413.	17,568,225.	0.046699
2007	1,086,813.	19,602,566.	0.055442

2 Total of line 1, column (d)	2	0.243548
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	0.048710
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,897,587.
5 Multiply line 4 by line 3	5	920,501.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,783.
7 Add lines 5 and 6	7	931,284.
8 Enter qualifying distributions from Part XII, line 4	8	902,000.

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

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

1 a	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 instrs)	1	21,565.
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	2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	21,565.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3	Add lines 1 and 2	5	21,565.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	43,130.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	43,130.
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	21,565.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 21,565. Refunded	11	

Part VII-A | Statements Regarding Activities

1 a 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
1 a	X	

1 b	X
-----	---

1 c	X
-----	---

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for 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

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

OH – Ohio

6	X
7	X

8 b	X
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9	X
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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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

10	X
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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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	X	
Website address		► N/A			
14	The books are in care of ► LaValley, LaValley, Todak & Schaefer Telephone no ► (419) 882-0081 Located at ► 5800 Monroe St., Bldg. F., Sylvania, OH ZIP + 4 ► 43560				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	<input checked="" type="checkbox"/>	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
1 a	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 ► 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)		
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 __		
3 a	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)		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5 a. During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b. If any answer is 'Yes' to 5a(1)-(5), did 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)?		5 b		
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
c. If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)				
6 a. 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?		6 b	X	
If 'Yes' to 6b, file Form 8870				
7 a. 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?		7 b		

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
Richard G. LaValley Jr. 5800 Monroe St. Sylvania OH 43560	Trustee 3.00	0.	0.	0.
Daniel J. LaValley 5800 Monroe St. Sylvania OH 43560	Trustee 3.00	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

None

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
<u>NONE</u>		
		<u>NONE</u>
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	<u>NONE</u>	
		0.
2		
3		
4		

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

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

Amount

1	<u>NONE</u>	
		0.
2		

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	16,917,781.
b Average of monthly cash balances	1b	861,790.
c Fair market value of all other assets (see instructions)	1c	1,405,797.
d Total (add lines 1a, b, and c)	1d	19,185,368.
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	19,185,368.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	287,781.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,897,587.
6 Minimum investment return. Enter 5% of line 5	6	944,879.

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	944,879.
2a Tax on investment income for 2012 from Part VI, line 5	2a	21,565.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	21,565.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	923,314.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	923,314.
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	923,314.

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	902,000.
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	902,000.
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	902,000.

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				923,314.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			8,437.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012				
a From 2007 0.				
b From 2008 0.				
c From 2009 0.				
d From 2010 0.				
e From 2011 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 902,000.				
a Applied to 2011, but not more than line 2a			8,437.	
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				893,563.
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))				
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				
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				29,751.
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) 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 0.				
b Excess from 2009 0.				
c Excess from 2010 0.				
d Excess from 2011 0.				
e Excess from 2012 0.				

BAA

Form 990-PF (2012)

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV | Supplementary Information (continued)**3. Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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				
ABLE / LSNO 520 Madison Ave., Ste. 740 Toledo OH 43604	N/A	Public	Donee's Exempt Purposes	3,000.
Beach House 915 N. Erie St. Toledo OH 43604	N/A	Public	Donee's Exempt Purposes	10,000.
Boy Scouts of America-Erie Shores 5600 W. Sylvania Ave. Toledo OH 43623	N/A	Public	Donee's Exempt Purposes	10,000.
Christ the King Catholic Church 4100 Harvest Lane Toledo OH 43623	N/A	Public	Donee's Exempt Purposes	20,000.
Double Arc 3837 Secor Rd. Toledo OH 43623	N/A	Public	Donee's Exempt Purposes	10,000.
Catholic Diocese of Toledo 1933 Spielbusch Ave. Toledo OH 43604	N/A	Public	Donee's Exempt Purposes	5,000.
First Tee of Lake Erie P.O. Box 502 Port Clinton OH 43452	N/A	Public	Donee's Exempt Purposes	10,000.
Heartbeat of Toledo 2130 Madison Ave. Toledo OH 43604	N/A	Public	Donee's Exempt Purposes	35,000.
International Samaritan 614 S. Ashley St. Ann Arbor MI 48103	N/A	Public	Donee's Exempt Purposes	25,000.
See Line 3a statement				774,000.
Total			► 3a	902,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
8	<u>Investment income excluded pursuant to section 512(b).</u>

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

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

Sign
Here

David J. C. S.
Signature of officer or trustee

18-14-13

Date _____

Trustee

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Date	PTIN	Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Michael J. Todak		<i>Michael J. Todak</i>	8-14-13	P00102586	
	Firm's name		► LaValley, LaValley, Todak & Schaefer Co., LPA		Firm's EIN ► 34-1665376	
	Firm's address		► 5800 Monroe St., Bldg F		Phone no (419) 882-0081	
		Sylvania OH 43560				

BAA

Form 990-PF (2012)

Name	Employer Identification Number		
THE LAVALLEY FOUNDATION	34-1722402		
Asset Information:			
Description of Property	<u>MORGAN STANLEY SMITH BARNEY</u>		
Date Acquired	<u>Various</u>	How Acquired	<u>Purchased</u>
Date Sold	<u>Various</u>	Name of Buyer	
Sales Price	<u>2,296,056.</u>	Cost or other basis (do not reduce by depreciation)	<u>2,101,805.</u>
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>194,251.</u>	Accumulation Depreciation	
Description of Property	<u>KEYBANK</u>		
Date Acquired	<u>Various</u>	How Acquired	
Date Sold		Name of Buyer	
Sales Price	<u>980,783.</u>	Cost or other basis (do not reduce by depreciation)	<u>805,572.</u>
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>175,211.</u>	Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Federal</u>	<u>27,000.</u>	<u>27,000.</u>		
<u>Foreign Dividend</u>	<u>2,855.</u>	<u>2,855.</u>		
Total	<u>29,855.</u>	<u>29,855.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Investment Fees</u>	<u>37,327.</u>	<u>37,327.</u>		
<u>Ohio Sec of State</u>	<u>200.</u>	<u>200.</u>		
OTHER				
Total	<u>37,527.</u>	<u>37,527.</u>		

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<u>a Paid during the year</u> <u>Learning Club of Toledo</u> <u>1702 Upton Ave.</u> <u>Toledo OH 43607</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 11,000.
<u>Little Sisters of the Poor</u> <u>930 South Wynn Rd.</u> <u>Oregon OH 43616</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 22,000.
<u>Lourdes College</u> <u>6832 Convent Blvd.</u> <u>Sylvania OH 43560</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 65,000.
<u>Make A Wish</u> <u>405 Madison Ave., #210</u> <u>Toledo OH 43604</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 3,500.
<u>Mary Immaculate School</u> <u>3835 Secor Rd.</u> <u>Toledo OH 43623</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 50,000.
<u>Mobile Meals</u> <u>2220 Jefferson Ave.</u> <u>Toledo OH 43604</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Mom's House</u> <u>2505 Franklin Ave.</u> <u>Toledo OH 43610</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 17,000.
<u>Northwest Ohio Food Bank</u> <u>24 East Woodruff Ave.</u> <u>Toledo OH 43604</u>	<u>N/A</u>	<u>Public</u>	<u>Donee's Exempt Purposes</u>	Person or Business <input checked="" type="checkbox"/> 20,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				
<u>Northwest Ohio Scholarship Fund</u> <u>1933 Spielbusch Ave.</u> <u>Toledo OH 43697</u>				Person or Business <input checked="" type="checkbox"/> 125,000.
<u>Path to Life</u> <u>3433 Navarre Ave.</u> <u>Oregon OH 43616</u>				Person or Business <input type="checkbox"/> 5,000.
<u>Servant Leadership Center</u> <u>1618 W. Sylvania Ave.</u> <u>Toledo OH 43612</u>				Person or Business <input checked="" type="checkbox"/> 10,000.
<u>St. Francis de Sales High School</u> <u>2323 W. Bancroft</u> <u>Toledo OH 43607</u>				Person or Business <input checked="" type="checkbox"/> 101,500.
<u>St. Lukes Foundation</u> <u>5901 Monclova Rd.</u> <u>Maumee OH 43537</u>				Person or Business <input checked="" type="checkbox"/> 50,000.
<u>St. Richard Catholic School</u> <u>333 Brookside Drive</u> <u>Swanton OH 43558</u>				Person or Business <input type="checkbox"/> 5,000.
<u>St. Ursula Academy</u> <u>4025 Indian Road</u> <u>Toledo OH 43606</u>				Person or Business <input checked="" type="checkbox"/> 75,000.
<u>The Science Society</u> <u>1 Discovery Way</u> <u>Toledo OH 43604</u>				Person or Business <input checked="" type="checkbox"/> 25,000.
<u>The Sight Center</u> <u>1002 Garden Lake Pkwy</u> <u>Toledo OH 43614</u>				Person or Business <input checked="" type="checkbox"/> 25,000.
<u>Toledo Bar Association Foundation</u> <u>311 N. Superior St.</u> <u>Toledo OH 43604</u>				Person or Business <input checked="" type="checkbox"/> 10,000.
<u>Toledo Childrens Hospital Foundation</u> <u>2142 N. Cove Blvd.</u> <u>Toledo OH 43606</u>				Person or Business <input checked="" type="checkbox"/> 40,000.
<u>Toledo Urban Foundation</u> <u>5800 Monroe St.</u> <u>Sylvania OH 43560</u>				Person or Business <input type="checkbox"/> 25,000.
<u>Toledo Zoo</u> <u>P.O. Box 140130</u> <u>Toledo OH 43614</u>				Person or Business <input checked="" type="checkbox"/> 20,000.
<u>University of Toledo Foundation</u> <u>2801 W. Bancroft St.</u> <u>Toledo OH 43606-3390</u>				Person or Business <input checked="" type="checkbox"/> 62,000.
<u>Young Men and Women for Change</u> <u>2467 Nebraska Avenue</u> <u>Toledo OH 43607</u>				Person or Business <input checked="" type="checkbox"/> 5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				

Total

774,000.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
MORGAN STANLEY SMITH BARNEY	51,540.	62,609.		
Total	<u>51,540.</u>	<u>62,609.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
MORGAN STANLEY SMITH BARNEY	4,168,231.	4,028,016.
KEYBANK	4,903,673.	6,810,397.
Total	<u>9,071,904.</u>	<u>10,838,413.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
MORGAN STANLEY SMITH BARNEY	2,965,324.	3,125,763.
Total	<u>2,965,324.</u>	<u>3,125,763.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MORGAN STANLEY SMITH BARNEY (MUTUAL FUNDS)	1,754,260.	1,808,060.
MORGAN STANLEY SMITH BARNEY (ALTERNATIVES)	1,144,125.	1,203,045.
MORGAN STANLEY SMITH BARNEY (UNIT INVESTMENT TRUSTS)	100,497.	118,852.
PLYMOUTH VENTURE PARTNERS II, LP	409,170.	409,170.
Total	<u>3,408,052.</u>	<u>3,539,127.</u>

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE LAVALLEY FOUNDATION	Employer identification number (EIN) or 34-1722402
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 5800 MONROE STREET, BLDG F	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SYLVANIA OH 43560	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► -----

Telephone No. ► FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 2013, to file the exempt organization return for the organization named above

The extension is for the organization's return for:

► calendar year 2012 or► tax year beginning _____, 20_____, and ending _____, 20_____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

