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Form 990-PF

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

OMB No 1545-0052

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

**THE ROBERT J. & BERNADETTE KANE
FOUNDATION**

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

488 LYNDEN DRIVE

City or town, state, and ZIP code

HIGHLAND HEIGHTS OH 44143-1565

G Check all that apply.

Initial return
Final return
Address change

Initial return of a former public charity
Amended return
Name changeH Check type of organization. Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► \$ **802,910**J Accounting method Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

34-1880930

B Telephone number (see instructions)

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,051	1,051	1,051	
4 Dividends and interest from securities		22,673	22,673	22,673	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	SEE STMT	21,088			
b Gross sales price for all assets on line 6a	46,097				
7 Capital gain net income (from Part IV, line 2)			1,952		
8 Net short-term capital gain				0	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	SEE STMT	3,144	55	3,144	
12 Total. Add lines 1 through 11		47,956	25,731	26,868	
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	SEE STMT	675	675		
c Other professional fees (attach schedule)	STMT	5,663	5,663		
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT	159	159		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att. sch.)	SEE STMT	16,435	16,435		
24 Total operating and administrative expenses.	REVOLVED				
Add lines 13 through 23		22,932	22,932	0	0
25 Contributions, gifts, grants paid		40,848			40,848
26 Total expenses and disbursements. Add lines 24 and 25	DSC	63,780	22,932	0	40,848
27 Subtract line 26 from line 12	IRS				
a Excess of revenue over expenses and disbursements		-15,824			
b Net investment income (if negative, enter -0-)			2,799		
c Adjusted net income (if negative, enter -0-)				26,868	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form 990-PF (2012)

JG

Assets	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
	1 Cash – non-interest-bearing				
	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 (att. schedule) ►		0		
	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)	SEE STMT 7			
	b Investments – corporate stock (attach schedule)		624,814	608,990	802,910
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ►)		
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			624,814	608,990
					802,910
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 ►)	0	0
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input checked="" type="checkbox"/>			
	24 Unrestricted		624,814	608,990	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		624,814	608,990	
	31 Total liabilities and net assets/fund balances (see instructions)			624,814	608,990

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	624,814
2 Enter amount from Part I, line 27a	2	-15,824
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	608,990
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	608,990

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 ALLIANCEBERNSTEIN HOLDING LP					
b ANCORA SECURITIES					
c ENTERPRISE PRODUCTS PARTNERS					
d PENN VIRGINIA RESOURCE PARTN					
e SUNOCO LOGISTICS PARTNERS					
(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 496					496
b 672					672
c 399					399
d 366					366
e 19					19
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					496
b					672
c					399
d					366
e					19
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		1,952
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	37,565	751,301	0.050000
2010	34,700	751,301	0.046187
2009	38,930	695,225	0.055996
2008	42,443	779,574	0.054444
2007	42,723	878,763	0.048617

2 Total of line 1, column (d)

2 **0.255244**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 years3 **0.051049**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **800,486**

5 Multiply line 4 by line 3

5 **40,864**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **28**

7 Add lines 5 and 6

7 **40,892**

8 Enter qualifying distributions from Part XII, line 4

8 **40,848**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	<div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">1</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">2</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">3</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">4</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">5</div>	56
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		0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		0
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0
3	Add lines 1 and 2		56
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	56	
Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	186	<div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">6a</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">6b</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">6c</div> <div style="border-left: 1px solid black; padding-left: 5px; margin-bottom: 5px;">6d</div>
b	Exempt foreign organizations – tax withheld at source	0	
c	Tax paid with application for extension of time to file (Form 8868)	0	
d	Backup withholding erroneously withheld	0	
7	Total credits and payments Add lines 6a through 6d	186	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	130	
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax ►	130	Refunded ►
11			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
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		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A
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, col. (c), and Part XV	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NONE	
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	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 X

14 The books are in care of ► **ROBERT J KANE**
488 LYNDEN DR

Telephone no. ► **440-473-6511**Located at ► **HIGHLAND HEIGHTS**

OH

ZIP+4 ► **44143**

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?

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► **N/A**

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?

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?

If "Yes," list the years ► **20 20 20 20** Yes No

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) **N/A**

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?

 Yes No

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) **N/A**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? **4b** X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
 (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
 (3) Provide a grant to an individual for travel, study, or other similar purposes?
 (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)
 (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

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

N/A

►

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

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

 Yes No

7b

N/A

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
ROBERT J KANE 488 LYNDEN DR	HIGHLAND HEIGHTS OH 44143	2.00	0	0
BERNADETTE KANE 488 LYNDEN DR	HIGHLAND HEIGHTS OH 44143	1.00	0	0
KELLY KEEFE 488 LYNDEN DR	HIGHLAND HEIGHTS OH 44143	1.00	0	0
R JAMES KANE 488 LYNDEN DR	HIGHLAND HEIGHTS OH 44143	1.00	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

►

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 ►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	812,676
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	812,676
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	812,676
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	12,190
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	800,486
6	Minimum investment return. Enter 5% of line 5	6	40,024

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	40,024
2a	Tax on investment income for 2012 from Part VI, line 5	2a	56
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,968
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,968
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	39,968

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	40,848
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	40,848
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	40,848
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				39,968
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	3,779			
d From 2010				
e From 2011	55			
f Total of lines 3a through e		3,834		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 40,848				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				39,968
e Remaining amount distributed out of corpus		880		
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:		4,714		
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		4,714		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	3,779			
c Excess from 2010				
d Excess from 2011	55			
e Excess from 2012	880			

Part XIV Private 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 foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon.			
a	"Assets" alternative test – enter			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test – enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A**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	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 Paid during the year				
CLAIRE'S CRUSADE		501 (C) (3) UNRESTRICTED CONTRIBUTION		25,000
CLEVELAND DIOCESE CAMPAIGN		501 (C) (3) UNRESTRICTED CONTRIBUTION		4,500
JL CARES		501 (C) (3) UNRESTRICTED CONTRIBUTION		300
ROSEMARY CENTER		501 (C) (3) UNRESTRICTED CONTRIBUTION		300
ST. IGNATIUS HIGH SCHOOL		501 (C) (3) UNRESTRICTED CONTRIBUTION		10,000
ST. BONAVENTURE UNIVERSITY		501 (C) (3) UNRESTRICTED CONTRIBUTION		472
URBAN COMMUNITY SCHOOL		501 (C) (3) UNRESTRICTED CONTRIBUTION		100
VILLAGE @ MARYMOUNT		501 (C) (3) UNRESTRICTED CONTRIBUTION		100
WOUNDED WARRIOR PROJECT		501 (C) (3) UNRESTRICTED CONTRIBUTION		76
Total			► 3a	40,848
b Approved for future payment				
N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue.				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				1,051
3	Interest on savings and temporary cash investments				22,673
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				55
8	Gain or (loss) from sales of assets other than inventory				21,088
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue: a				
b	ALLIANCEBERNSTEIN HOLDING LP				396
c	ENTERPRISE PRODUCTS PARTNERS				3
d	PENN VIRGINIA RESOURCE PART				143
e	SUNOCO LOGISTICS PARTNERS LP				2,547
12	Subtotal. Add columns (b), (d), and (e)		0		47,956
13	Total. Add line 12, columns (b), (d), and (e)				47,956

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

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b. If "Yes," complete the following schedule.

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

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

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

**Sign
Here**


Signature of officer or trustee

15/17/13

TRUSTEE

Print/Type preparer's name BRIAN J. MACKERT CPA		Preparer's signature <i>Brian J. Mackert CPA</i>	Date 05/10/13	Check <input type="checkbox"/> if self-employed
Paid Preparer Use Only	Firm's name ► MACKERT LACKEY GROUP LLC	PTIN P00241469		
	Firm's address ► 27476 DETROIT RD STE 104 WESTLAKE, OH 44145	Firm's EIN ► 26-1643811	Phone no 440-617-1200	

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired		Date Sold		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold	Sale Price							
DUKE ENERGY CORP		9/25/03	7/03/12	\$ 3,323	PURCHASE	15	\$ 3,323	\$ 11	\$ 15	\$ 18	
DUKE ENERGY CORP		9/25/03	7/03/12	\$ 2,343	PURCHASE	11					12
ENTERPRISE PRODS PARTNERS		10/06/05	6/12/12	\$ 8,438	PURCHASE	4,354					4,084
FHLMC MULTICLASS MTG		9/27/07	1/09/12	\$ 2,222	PURCHASE	184					-1
FHLMC MULTICLASS MTG		9/27/07	2/07/12	\$ 184	PURCHASE	185					-1
FHLMC MULTICLASS MTG		9/27/07	3/07/12	\$ 181	PURCHASE	182					-1
FHLMC MULTICLASS MTG		9/27/07	4/09/12	\$ 182	PURCHASE	182					-1
FHLMC MULTICLASS MTG		9/27/07	5/07/12	\$ 204	PURCHASE	156					-1
FHLMC MULTICLASS MTG		9/27/07	6/07/12	\$ 205	PURCHASE	156					-1
FHLMC MULTICLASS MTG		9/27/07	7/09/12	\$ 163	PURCHASE	167					-1
FHLMC MULTICLASS MTG		9/27/07	8/07/12	\$ 167	PURCHASE	160					-1
FHLMC MULTICLASS MTG		9/27/07	9/10/12	\$ 131	PURCHASE	132					-1
FHLMC MULTICLASS MTG		9/27/07	10/05/12	\$ 160	PURCHASE	143					-1
FHLMC MULTICLASS MTG		9/27/07	11/07/12	\$ 139	PURCHASE	142					-1
FHLMC MULTICLASS MTG		9/27/07	12/07/12	\$ 140	PURCHASE	16					5
KRAFT FOODS GROUP		8/16/07	10/12/12	\$ 11	PURCHASE	3,664					1,438
PHILLIPS 66		3/29/06	11/26/12	\$ 2,226	PURCHASE						1

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Date Acquired	Date Sold	How Received	How Received			Net Gain / Loss
				Sale Price	Cost	Expense	
SPECTRA ENERGY CORP	9/25/03	3/07/12	\$ PURCHASE	\$ 4,650	\$ 2,268	\$	\$ 2,382
SPECTRA ENERGY CORP	6/29/04	3/07/12	\$ PURCHASE	\$ 1,550	\$ 849	\$	\$ 701
SUNOCO LOGISTICS PARTNERS	5/02/06	6/12/12	\$ PURCHASE	\$ 11,656	\$ 5,014	\$	\$ 6,642
WALMART STORES INC	10/18/05	6/12/12	\$ PURCHASE	\$ 11,780	\$ 7,920	\$	\$ 3,860
SPDR GOLD TR	VARIOUS	VARIOUS	\$ PURCHASE	\$ 304	\$ 304	\$ 0	\$ 0
TOTAL			\$ PURCHASE	\$ 44,145	\$ 25,009	\$ 0	\$ 19,136

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PENN VIRGINIA RESOURCE PART	\$ 55	\$ 55	\$ 55
ALLIANCEBERNSTEIN HOLDING LP	\$ 396	\$ 396	\$ 396
ENTERPRISE PRODUCTS PARTNERS	\$ 3	\$ 3	\$ 3
PENN VIRGINIA RESOURCE PART	\$ 143	\$ 143	\$ 143
SUNOCO LOGISTICS PARTNERS LP	\$ 2,547	\$ 2,547	\$ 2,547
TOTAL	\$ 3,144	\$ 3,144	\$ 3,144

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MACKERT CONSULTING	\$ 675	\$ 675	\$ 0	\$ 0
TOTAL	\$ 675	\$ 675	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT	\$ 5,663	\$ 5,663	\$ 0	\$ 0
TOTAL	\$ 5,663	\$ 5,663	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ANCORA SECURITIES FOREIGN TAXES	\$ 159	\$ 159	\$ 0	\$ 0
TOTAL	\$ 159	\$ 159	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ANNUAL DUES		200	200	
INVESTMENT EXPENSES		304	304	
MEDICAL & INSURANCE		15,931	15,931	
TOTAL	\$ 16,435	\$ 16,435	\$ 0	\$ 0

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK & MUTUAL FUNDS	\$ 624,814	\$ 608,990	COST	\$ 802,910
TOTAL	\$ 624,814	\$ 608,990		\$ 802,910