



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



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 GEORGE W CODRINGTON CHARITABLE FDN		A Employer identification number 34-6507457
Number and street (or P O box number if mail is not delivered to street address) BNY Mellon, N A - P O Box 185		B Telephone number (see instructions) (212) 922-6844
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Pittsburgh PA 15230-0185		
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		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) ▶ \$ 16,642,297	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				
4	Dividends and interest from securities	347,086	346,167		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	-15,399			
b	Gross sales price for all assets on line 6a 1,632,569				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	53,180			
12	Total. Add lines 1 through 11	384,867	346,167	0	
13	Compensation of officers, directors, trustees, etc	31,494	23,621		7,874
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	9,288	6,966		2,322
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	84,365	63,274		21,091
17	Interest				
18	Taxes (attach schedule) (see instructions)	11,821	11,821		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	16,389	16,189		200
24	Total operating and administrative expenses. Add lines 13 through 23	153,357	121,871	0	31,487
25	Contributions, gifts, grants paid	432,000			432,000
26	Total expenses and disbursements. Add lines 24 and 25	585,357	121,871	0	463,487
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-200,490			
b	Net investment income (if negative, enter -0-)		224,296		
c	Adjusted net income (if negative, enter -0-)			0	

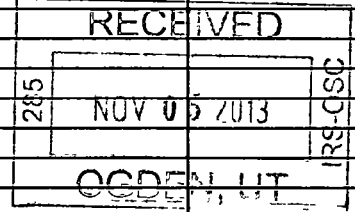
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

ENVELOPE MARK DATE OCT 30 2013

SCANNED NOV 08 2013 Revenue



914-17

ME

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	395,239	723,430	723,430	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	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)	15,665,200	15,156,148	15,918,867		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,060,439	15,879,578	16,642,297		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	16,060,439	15,879,578		
	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)	16,060,439	15,879,578			
31	Total liabilities and net assets/fund balances (see instructions)	16,060,439	15,879,578			

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	16,060,439
2	Enter amount from Part I, line 27a	2	-200,490
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	60,070
4	Add lines 1, 2, and 3	4	15,920,019
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	40,441
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,879,578

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0

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	-15,399
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	690,471	15,770,778	0.043782
2010	984,657	15,181,573	0.064859
2009	501,437	13,821,561	0.036279
2008	1,112,094	18,234,417	0.060989
2007	1,007,157	20,182,818	0.049902

2 Total of line 1, column (d)	2	0.255811
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	0.051162
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,857,876
5 Multiply line 4 by line 3	5	811,321
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,243
7 Add lines 5 and 6	7	813,564
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	463,487

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 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	4,486	
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	4,486	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	4,486	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,624	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	11,624	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,138	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,138 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (212) 922-6844 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
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 N/A			<input type="checkbox"/>
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 ▶		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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A	
6b		X
7b	N/A	

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
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185 0	TRUSTEE SEE ATTACHED	31,513	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-19	N/A	N/A
SUPERVISORY BOARD	SUPERVISORY BO SEE ATTACHED	0	NONE	NONE

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3		▶ NONE

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	15,562,380
b	Average of monthly cash balances	1b	536,987
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,099,367
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	16,099,367
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	241,491
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 .	5	15,857,876
6	Minimum investment return. Enter 5% of line 5	6	792,894

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	792,894
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,486
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,486
3	Distributable amount before adjustments Subtract line 2c from line 1	3	788,408
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	788,408
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	788,408

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	463,487
b	Program-related investments—total from Part IX-B	1b	NONE
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	463,487
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	463,487

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				788,408
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007	37,893			
b	From 2008	226,111			
c	From 2009				
d	From 2010	229,356			
e	From 2011				
f	Total of lines 3a through e	493,360			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 463,487				
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				463,487
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	324,921			324,921
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	168,439			
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				
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				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	168,439			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010	168,439			
d	Excess from 2011				
e	Excess from 2012				

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

N/A

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

4942(j)(3) or 4942(j)(5)

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

4942(j)(3) or 4942(j)(5)

2 a 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

CRAIG R MARTAHUS, 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND OH 44114

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

LETTER APPLICATION

c Any submission deadlines

NONE

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

NO GRANTS TO INDIVIDUALS

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)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total</p>			▶ 3a	432,000
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total</p>			▶ 3b	NONE

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 1 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE CLEVELAND PLAY HOUSE

Street

1901 E 13TH ST #200

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

AMERICAN RED CROSS OF GREATER CLEVELAND

Street

3747 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,000

Name

BECK CENTER FOR THE ARTS

Street

17801 DETROIT AVE

City

LAKEWOOD

State

OH

Zip Code

44107

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

BOYS & GIRLS CLUBS OF CLEVELAND

Street

3340 TROWBRIDGE AVE

City

CLEVELAND

State

OH

Zip Code

44109

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

CITY CLUB OF CLEVELAND

Street

850 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CITY MUSIC CLEVELAND

Street

3664 E 65TH ST

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 2 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CLEVELAND INSTITUTE OF ART

Street

11610 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

CLEVELAND INSTITUTE OF MUSIC

Street

11021 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

CLEVELAND INTERNATIONAL FILM FESTIVAL

Street

2510 MARKET AVENUE

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CLEVELAND LEADERSHIP CENTER

Street

1375 EAST NINTH STREET #2430

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

CLEVELAND MUSEUM OF ART

Street

11150 EAST BLVD

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

12,500

Name

CLEVELAND MUSEUM OF NATURAL HISTORY

Street

1 WADE OVAL DR

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,500

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 3 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CLEVELAND MUSIC SCHOOL SETTLEMENT

Street

EUCLID E 120TH STATION

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

CLEVELAND ORCHESTRA HALL SEASON

Street

11001 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CLEVELAND PLAY HOUSE

Street

1901 E 13TH ST #200

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

9,000

Name

CLEVELAND PUBLIC THEATRE

Street

6415 DETROIT AVE

City

CLEVELAND

State

OH

Zip Code

44102

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Name

CONSERVANCY FOR CUYAHOGA VALLEY NATIONAL PARK

Street

1403 WEST HILL ROAD

City

PENINSULA

State

OH

Zip Code

44264

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

CUYAHOGA COMMUNITY COLLEGE FOUNDATION AUTOMOTIVE SERVICE EDUCATION PROGRAM

Street

2900 COMMUNITY COLLEGE AVE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 4 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DANCE CLEVELAND

Street

13110 SHAKER SQUARE

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

DOMESTIC VIOLENCE & CHILD ADVOCACY CENTER GROUP COUNSELING FOR CHILDREN

Street

11811 SHAKER BLVD

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

HOPEWELL

Street

9637 OHIO 534

City

MIDDLEFIELD

State

OH

Zip Code

44062

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

6,000

Name

LAND STUDIO

Street

1939 W 25th ST #200

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Name

MUSEUM OF CONTEMPORARY ART CLEVELAND

Street

11400 EUCLID AVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

SENIOR CITIZEN RESOURCES

Street

3100 DEVONSHIRE RD

City

CLEVELAND

State

OH

Zip Code

44109

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 5 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SUICIDAL PREVENTION EDUCATION ALLIANCE

Street

29425 CHAGRIN BLVD

City

CLEVELAND

State

OH

Zip Code

44122

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

Name

UNIVERSITY CIRCLE INC

Street

10831 MAGNOLIA DRIVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

VOCATIONAL GUIDANCE SERVICES

Street

2239 E 55TH ST

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

YMCA

Street

2200 PROSPECT AVENUE #900

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

CLEVELAND HEARING & SPEECH CENTER

Street

11635 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

CENTRAL SCHOOL OF PRACTICAL NURSING

Street

4700 ROCKSIDE ROAD #250

City

INDEPENDENCE

State

OH

Zip Code

44131

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 6 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CLEVELAND FOODBANK

Street

15500 SOUTH WATERLOO ROAD

City

CLEVELAND

State

OH

Zip Code

44110

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

11,000

Name

CLEVELAND HOUSING NETWORK

Street

2999 PAYNE AVENUE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

Name

CORNUCOPIA

Street

14650 DETROIT AVE, SUITE LL30

City

LAKEWOOD

State

OH

Zip Code

44107

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,500

Name

DANCING WHEELS COMPANY & SCHOOL

Street

3615 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

GREAT LAKES SCIENCE CENTER

Street

601 ERIESIDE AVENUE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

NATIONAL ALLIANCE ON MENTAL ILLNESS GREATER CLEVELAND

Street

2012 WEST 25TH STREET #600

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 7 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YWCA

Street

4019 PROSPECT AVENUE

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

THE FREE MEDICAL CLINIC OF GREATER CLEVELAND

Street

12201 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

15,000

Name

COMMUNITY RE-ENTRY INC

Street

1468 WEST 25TH STREET

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

8,000

Name

HOLDEN ARBORETUM

Street

9550 SPERRY ROAD

City

WILLOUGHBY

State

OH

Zip Code

44094

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

LAKE ERIE NATURE & SCIENCE CENTER

Street

28728 WOLF ROAD

City

CLEVELAND

State

OH

Zip Code

44140

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,000

Name

NATURE CENTER AT SHAKER LAKES

Street

2600 SOUTH PARK BOULEVARD

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 8 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PLANNED PARENTHOOD OF GREATER OHIO

Street

3500 LORAIN AVENUE #400

City

CLEVELAND

State

OH

Zip Code

44113

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

PLAYHOUSE SQUARE FOUNDATION

Street

1501 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

17,000

Name

SALVATION ARMY

Street

5005 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

YOUNG AUDIENCES

Street

13110 SHAKER SQUARE

City

CLEVELAND

State

OH

Zip Code

44120

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

YOUTH CHALLENGE

Street

800 SHARON DRIVE

City

WESTLAKE

State

OH

Zip Code

44145

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

GLOBAL CLEVELAND

Street

200 PUBLIC SQUARE #150

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 9 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

IDEASTREAM WVIZ/ PBS 90 3 WCPN

Street

1375 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44155

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

Name

FREE MEDICAL CLINIC OF GREATER CLEVELAND

Street

12201 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

Name

CLEVELAND CITY MISSION

Street

5310 CARNEGIE AVENUE

City

CLEVELAND

State

OH

Zip Code

44103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

Name

CLEVELAND FOODBANK

Street

15500 SOUTH WATERLOO ROAD

City

CLEVELAND

State

OH

Zip Code

44110

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

Name

UNITED WAY OF GREATER CLEVELAND

Street

3100 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

PLAYHOUSE SQUARE FOUNDATION

Street

1501 EUCLID AVENUE

City

CLEVELAND

State

OH

Zip Code

44115

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,500

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 10 of 10

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GREAT LAKES SCIENCE CENTER

Street

601 ERIESIDE AVENUE

City

CLEVELAND

State

OH

Zip Code

44114

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,000

Name

UNIVERSITY CIRCLE INC

Street

10831 MAGNOLIA DRIVE

City

CLEVELAND

State

OH

Zip Code

44106

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount				Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss		
		Long Term CG Distributions	Short Term CG Distributions			Capital Gains/Losses	Other sales	1,632,569	0	1,647,868	0	-15,399	0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
		40415H552			12/15/2011		6/1/2012	1,581	1,575				0	6
X	HC CAPITAL US MORT/AST-H	40415H552			12/9/2010		6/1/2012	68,419	66,815				0	1,604
X	HC CAPITAL US MORT/AST-H	40415H552			12/15/2011		6/1/2012	3,300	3,210				0	90
X	HC CAPITAL US CORP FA-HC	40415H578			12/9/2010		6/1/2012	76,700	72,290				0	4,410
X	HC CAPITAL US CORP FA-HC	40415H578			12/15/2011		6/1/2012	8,574	8,436				0	138
X	HC CAPITAL US GOVT FA-STR	40415H594			12/9/2010		6/1/2012	91,426	86,486				0	4,940
X	HC CAPITAL US GOVT FA-STR	40415H594			2/25/2008		4/23/2012	100,000	118,458				0	-18,458
X	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		9/20/2012	50,000	56,944				0	-6,944
X	HC CAPITAL SM CAP EQTY-H	40415H685			5/2/2008		4/23/2012	20,000	19,076				0	924
X	HC CAPITAL REAL EST SEC-H	40415H735			5/21/2009		6/1/2012	90,855	87,782				0	3,073
X	HC CAPITAL REAL EST SEC-H	40415H735			12/15/2011		6/1/2012	49,145	45,082				0	4,063
X	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		4/23/2012	200,000	258,954				0	-58,954
X	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		9/20/2012	100,000	123,404				0	-23,404
X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		4/23/2012	200,000	164,372				0	35,628
X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		9/7/2012	150,000	118,416				0	31,584
X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		9/20/2012	50,000	39,099				0	10,901
X	SSGA EMERGING MARKETS F	784924425			5/2/2008		4/23/2012	30,000	44,103				0	-14,103
X	SSGA EMERGING MARKETS F	784924425			5/2/2008		11/28/2012	78,507	117,841				0	-39,334
X	SSGA EMERGING MARKETS F	784924425			2/25/2008		11/28/2012	15,457	22,497				0	-7,030
X	SSGA EMERGING MARKETS F	784924425			2/25/2008		12/5/2012	84,809	119,994				0	-35,185
X	SSGA EMERGING MARKETS F	784924425			9/24/2009		12/5/2012	3,997	3,598				0	399
X	SSGA EMERGING MARKETS F	784924425			10/17/2008		12/12/2012	40,290	23,153				0	17,137
X	SSGA EMERGING MARKETS F	784924425			9/24/2009		12/12/2012	52,579	46,402				0	6,177

Part I, Line 11 (990-PF) - Other Income

		53,180	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP DISTRIBUTION - EARLY STAGE PARTNERS	6,108	0	
2	HCC PE OFFSHORE FUND VIII ROC	336	0	
3	HCC PE OFFSHORE FUND VII LP ROC	46,736	0	

Part I, Line 16a (990-PF) - Legal Fees

		9,288	6,966	0	2,322
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	THOMPSON HINES LLP	9,288	6,966		2,322

Part I, Line 16c (990-PF) - Other Professional Fees

		84,365	63,274	0	21,091
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	HIRTLE CALLAGHAN INV & MGMT FEE	84,365	63,274		21,091

Part I, Line 18 (990-PF) - Taxes

		11,821	11,821	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	11,821	11,821		

Part I, Line 23 (990-PF) - Other Expenses

		16,389	16,189	0	200
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OH STATE AG FEE	200	0		200
2	EARLY STAGE PARTNERS I - PORT. DEDUCTIO	2,571	2,571		
3	EARLY STAGE PARTNERS II - PORT DEDUCTIO	13,413	13,413		
4	EARLY STAGE PARTNERS II - INVESTMENT INT	205	205		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	\$50,000 REVERSAL OF GRANT - NOT INCLUDED AS GRANT IN 2011	1	50,000
2	PARTNERSHIP COST ADJUSTMENT - EARLY STAGE PARTNERS I	2	2,571
3	PARTNERSHIP COST ADJUSTMENT - EARLY STAGE PARTNERS II	3	7,499
4	Total	4	60,070

Line 5 - Decreases not included in Part III, Line 2

1	ROC COST ADJUSTMENT - HCC PE OFFSHORE FUND VIII	1	336
2	ROC COST ADJUSTMENT - HCC PRIV EQUITY OFFSHORE FUND VII LP	2	40,105
3	Total	3	40,441

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Amount		Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Long Term CG Distributions	Short Term CG Distributions									
						1,565,639	0	0	1,647,968	82,329	0	0	0	0	82,329
1 HC CAPITAL US MORT/AST-HCS	40415H552		12/15/2011	8/1/2012		1,581		0	1,576	6	0	0	0	0	6
2 HC CAPITAL US MORT/AST-HCS	40415H552		12/8/2010	8/1/2012		68,419		0	68,615	1,804	0	0	0	0	1,804
3 HC CAPITAL US CORP FA-HCS	40415H578		12/15/2011	8/1/2012		3,300		0	3,210	90	0	0	0	0	90
4 HC CAPITAL US CORP FA-HCS	40415H578		12/8/2010	8/1/2012		76,700		0	72,290	4,410	0	0	0	0	4,410
5 HC CAPITAL US GOVT FA-STRA	40415H594		12/15/2011	8/1/2012		5,374		0	5,436	138	0	0	0	0	138
6 HC CAPITAL US GOVT FA-STRA	40415H594		12/8/2010	8/1/2012		91,428		0	86,496	4,930	0	0	0	0	4,930
7 HC CAPITAL VALUE EOTY-HCS	40415H669		2/25/2008	4/23/2012		100,000		0	118,459	-18,459	0	0	0	0	18,458
8 HC CAPITAL VALUE EOTY-HCS	40415H669		2/25/2008	8/29/2012		50,000		0	56,944	-6,944	0	0	0	0	6,944
9 HC CAPITAL SM CAP EOTY-HCS	40415H685		5/2/2008	4/23/2012		20,000		0	19,076	924	0	0	0	0	924
10 HC CAPITAL REAL EST SEC-HCS	40415H735		5/21/2009	8/1/2012		80,855		0	87,782	3,073	0	0	0	0	3,073
11 HC CAPITAL REAL EST SEC-HCS	40415H735		12/15/2011	8/1/2012		49,145		0	45,082	4,063	0	0	0	0	4,063
12 HC CAPITAL TR INTL EOTY-HCS	40415H750		2/25/2008	4/23/2012		200,000		0	258,954	-58,954	0	0	0	0	58,954
13 HC CAPITAL TR INTL EOTY-HCS	40415H750		2/25/2008	8/29/2012		100,000		0	123,494	-23,494	0	0	0	0	23,494
14 HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	4/23/2012		200,000		0	184,372	15,628	0	0	0	0	15,628
15 HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	8/7/2012		150,000		0	118,416	31,584	0	0	0	0	31,584
16 HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	8/29/2012		50,000		0	39,089	10,901	0	0	0	0	10,901
17 SSGA EMERGING MARKETS FUND-S	784924425		5/2/2008	4/23/2012		30,000		0	44,103	-14,103	0	0	0	0	14,103
18 SSGA EMERGING MARKETS FUND-S	784924425		5/2/2008	11/28/2012		78,507		0	117,841	-39,334	0	0	0	0	39,334
19 SSGA EMERGING MARKETS FUND-S	784924425		2/25/2008	11/28/2012		15,457		0	22,487	-7,030	0	0	0	0	7,030
20 SSGA EMERGING MARKETS FUND-S	784924425		2/25/2008	12/5/2012		84,809		0	119,994	-35,185	0	0	0	0	35,185
21 SSGA EMERGING MARKETS FUND-S	784924425		8/24/2009	12/5/2012		3,997		0	3,598	399	0	0	0	0	399
22 SSGA EMERGING MARKETS FUND-S	784924425		10/17/2008	12/12/2012		40,290		0	23,153	17,137	0	0	0	0	17,137
23 SSGA EMERGING MARKETS FUND-S	784924425		8/24/2009	12/12/2012		52,579		0	45,402	6,177	0	0	0	0	6,177

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										31,494	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		TRUSTEE	SEE ATTAC	31,513	NONE	NONE
2	BNY Mellon N A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-19	N/A	N/A
3	SUPERVISORY BOARD							SUPERVISORY BOARD	SEE ATTAC	0	NONE	NONE

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	6,624
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	6,624

In Making Applications for a Codrington Grant

APPLICATIONS for Grants by the Codrington Foundation should be directed to the Trustee or to The Supervisory Board of the Foundation.

The application should state fully but briefly the following:

1. The amount of the grant requested.
2. The need for the grant.
3. The area served by the applicant.
4. A brief history of the applicant's organization.
5. Description of applicant's contributions to the area.
6. Listing of the applicant's officers and trustees.

It is the Codrington Foundation policy to make only annual grants, and grants are not made to individuals.

Meetings of the Supervisory Board are usually held in March, June, September, November and December, at which time pending applications are carefully considered.

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

**THE GEORGE W. CODRINGTON CHARITABLE FOUNDATION
SUPERVISORY BOARD**

Craig R. Martahus, Chairman

**Address: Bus. - Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, OH 44114-1291**

William R. Seelbach, Vice Chairman

**Bus. - Ohio Aerospace Institute
22800 Cedar Point Rd.
Brook Park, OH 44142**

Raymond T. Sawyer, Secretary

**Address: Bus. - Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, OH 44114-1291**

Curtis E. Moll

**Address: Bus. - MTD Products, Inc.
5965 Grafton Road
Valley City, OH 44280**

GEORGE CODRINGTON FOUNDATION

ACCOUNT NAME	TYPE	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COS
GEORGE CODRINGTON FDN/HIRTLE/NA	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INSTL SHARES	127250 81	127250 81	127250 81
GEORGE CODRINGTON FDN/HIRTLE/NA	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INSTL SHARES	589488 04	589488 04	589488 04
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H107	HC CAPITAL TR EMERG MKTS-HCS	81710 11	1223711 48	1135983 29
GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H503	HC CAPITAL F/I OPP PORT-HCS	104814 82	788794 23	740000
GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H552	HC CAPITAL US MORT/AST-HCS	34902 85	354263 94	349028 51
GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H578	HC CAPITAL US CORP F/I-HCS	30997 81	327337 97	310410 99
GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H594	HC CAPITAL US GOVT F/I-STRA	37552 95	382664 84	375724 37
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H628	HC CAP TR COMMODITY RELATED SEC PORT	78629 82	854706 19	842816 75
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H669	HC CAPITAL VALUE EQTY-HCS	148885 15	1916151 94	2065115 29
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H685	HC CAPITAL SM CAP EQTY-HCS	24552 49	357484 3	319213 15
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H735	HC CAPITAL REAL EST SEC-HCS	19571 28	160288 64	177728 4
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H750	HC CAPITAL TR INTL EQTY-HCS	340145 97	3755211 58	3734032 86
GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H883	HC CAPITAL GROWTH EQUITY PORT-HCS	122999 25	1896648 47	1526420 73
GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	922031737	VANGUARD INFLAT PROTECTED-AD	14641 36	417864 59	361370 05
Sub Total					\$ 13,151,866 80	\$ 12,854,583 24
GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INSTL SHARES	6690 66	6690 66	6690 68
GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	SUNDRY ASSETS	9E9996781	EARLY STAGE PARTNERS - CODRINGTON	478862	529009 87	493637 38
GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	SUNDRY ASSETS	9E9996779	EARLY STAGE PARTNERS II - CODRINGTON	50000	410398 5	319821
Sub Total					\$ 946,099 03	\$ 820,249 04
GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	9D9992937	HCC TOTAL RETURN OFFSHORE FUND	979 41	1179412 52	1189518 02
GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	9D9992945	HCC ABSOLUTE RETURN OFFSHORE FUND	429 41	488209 39	475000
GEORGE CODRINGTON FDN/HIRTLE/NA	LIMITED PARTNERSHIPS	9G9996618	HCC PRIV EQUITY OFFSHORE FUND VII LP	734 17	803143 07	685441 89
GEORGE CODRINGTON FDN/HIRTLE/NA	LIMITED PARTNERSHIPS	9K9990794	H C PE FUND IX LTD	8 8	8801	8801 47
GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	99WALF64	HCC ABSOLUTE RETURN OFFSHORE	1	0	0
GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	99WALF80	HCC TOTAL RETURN OFFSHORE	1	0	0
GEORGE CODRINGTON FDN/HIRTLE/NA	LIMITED PARTNERSHIPS	999K19645	HCC PE VIII OFFSHORE FUND	14 6	12877 61	12306 02
GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	999Z35630	HCC PRIV EQ VII	1	0	0
GEORGE CODRINGTON FDN/HIRTLE/NA	LIMITED PARTNERSHIPS	999Z83653	HCC PRIV EQUITY VIII OFFSHORE FUND	58 86	51888 85	53678 18
GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	999Z84299	HC PRIV EQ OFFSH FD VIII SUB	1	0	0
Sub Total					\$ 2,544,330 44	\$ 2,404,745 58
Total					\$ 16,642,296 27	\$ 15,879,577 86

If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
 If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization GEORGE CODRINGTON FDN/HIRTLE/NA	Employer identification number (EIN) or 34-6507457
	Number, street, and room or suite no. If a P.O. box, see instructions BNY Mellon, N.A - P O Box 185	Social security number (SSN)
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Pittsburgh PA 15230-0185	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The books are in the care of **BNY MELLON, N.A.**
 Telephone No. **412-234-8833** 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

- 4 I request an additional 3-month extension of time until 11/15/2013
- 5 For calendar year 2012, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO ACQUIRE THE INFORMATION REQUIRED. PREPARE A COMPLETE AND ACCURATE RETURN

8a 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	8a	\$	4,827
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 and any amount paid previously with Form 8868.	8b	\$	11,624
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title **MANAGER** Date **7/26/2013**

10/22/2013 10 30 23 AM - 1706 - 184 - GEORGE CODRINGTON FDN-HIRTLE-NA