Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation JOSEPH J. SCHOTT FOUNDATION
C/O L. THOMAS HILTZ

A Employer identification number 34-6513748

Number and street (or P O box number if mail is not delivered to street address): 1801 EAST NINTH ST.
Room/suite: 1105

B Telephone number (see instructions) (859) 431-5544

City or town, state, and ZIP code: CLEVELAND, OH 44114-3103

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,531,705.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,437.	19,437.		ATCH 1
	4 Dividends and interest from securities	397,958.	397,958.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-20,057.			
	b Gross sales price for all assets on line 6a 11,276,100.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			3,085.	
	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)				
	12 **Total** Add lines 1 through 11	397,338.	417,395.	3,085.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	52,846.	2,514.		50,332.
	14 Other employee salaries and wages	37,053.	1,762.		35,291.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	9,500.			9,500.
	c Other professional fees (attach schedule) *	36,010.	25,000.		11,010.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	20,397.	7,197.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	8,283.	8,102.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	164,089.	44,575.		106,133.
	25 Contributions, gifts, grants paid	306,232.			306,232.
	26 **Total expenses and disbursements** Add lines 24 and 25	470,321.	44,575.	0	412,365.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-72,983.			
	b **Net investment income** (if negative, enter -0-)		372,820.		
	c **Adjusted net income** (if negative, enter -0-)			3,085.	

GH

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	220,633.	196,048.	196,048.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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) **	1,261,131.	1,007,426.	1,007,411.
	b	Investments - corporate stock (attach schedule) ATCH 8	10,352,823.	11,086,930.	11,328,246.
	c	Investments - corporate bonds (attach schedule) ATCH 9	528,800.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,363,387.	12,290,404.	12,531,705.
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	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)	12,363,387.	12,290,404.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,363,387.	12,290,404.	

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	12,363,387.
2	Enter amount from Part I, line 27a	2	-72,983.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,290,404.
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	12,290,404.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-20,057.
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	3,085.

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	667,287.	11,813,930.	0.056483
2010	630,621.	11,581,387.	0.054451
2009	587,083.	11,123,604.	0.052778
2008	733,124.	13,277,227.	0.055217
2007	756,117.	14,602,320.	0.051781

2 Total of line 1, column (d)	2	0.270710
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	0.054142
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,240,264.
5 Multiply line 4 by line 3	5	662,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,728.
7 Add lines 5 and 6	7	666,440.
8 Enter qualifying distributions from Part XII, line 4	8	412,365.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	7,456.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	7,456.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	7,456.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,319.		
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	14,319.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,863.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,863. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ L. THOMAS HILTZ Telephone no ▶ 859-431-5544

Located at ▶ 50 EAST RIVER CENTER BLVD. COVINGTON, KY ZIP+4 ▶ 41011-1648

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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)? **5b**

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)

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? . . . . . . **6b** | No: X

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** | No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		52,846.	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 . . . . . . ▶

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 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 ▶	

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	12,249,386.
b	Average of monthly cash balances	1b	177,278.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,426,664.
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	12,426,664.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	186,400.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,240,264.
6	**Minimum investment return.** Enter 5% of line 5	6	612,013.

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	612,013.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,456.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,456.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	604,557.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	604,557.
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	604,557.

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	412,365.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	412,365.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	412,365.

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				604,557.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			304,424.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 412,365.				
a Applied to 2011, but not more than line 2a			304,424.	
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				107,941.
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).)*				
6 **Enter the net total of each column as indicated below:**				
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				496,616.
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	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 11

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

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . ▶ **3a**				306,232.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,437.	
4 Dividends and interest from securities			14	397,958.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-20,057.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				397,338.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 397,338.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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 of			
	(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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 11/8/13 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGG MURESAN	[signature]	11/1/13		P00829812
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 200 PUBLIC SQUARE, 18TH FLOOR CLEVELAND, OH 44114-2301			Phone no 216-875-3000	

Form **990-PF** (2012)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					270.	
		184 SHS SCANA CORP				P	04/23/2012	06/25/2012
8,729.		8,290.					439.	
		46 SHS AT&T				P	04/23/2012	07/18/2012
1,616.		1,413.					203.	
		27 SHS CLOROX CO.				P	04/23/2012	07/18/2012
1,977.		1,858.					119.	
		14 SHS COLGATE-PALMOLIVE CO.				P	04/23/2012	07/18/2012
1,473.		1,362.					111.	
		28 SHS NEXTERA ENERGY INC.				P	04/23/2012	07/18/2012
1,933.		1,771.					162.	
		47 SHS NORTHEAST UTILITIES				P	04/23/2012	07/18/2012
1,872.		1,699.					173.	
		27 SHS TARGET CORP				P	04/23/2012	07/18/2012
1,661.		1,519.					142.	
		60 SHS WAL-MART STORES INC.				P	04/23/2012	07/18/2012
4,383.		3,561.					822.	
		167 SHS EATON VANCE CORP.				P	04/23/2012	08/03/2012
4,431.		4,329.					102.	
		19 SHS GRAINGER WW INC.				P	04/23/2012	08/07/2012
3,824.		4,039.					-215.	
		52 SHS HARRIS CORP.				P	04/23/2012	10/12/2012
2,661.		2,270.					391.	
		21 SHS BECTON KICKINSON & CO				P	04/23/2012	11/23/2012
1,597.		1,587.					10.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		39 SHS GENERAL MILLS INC.				P	04/23/2012	11/23/2012
1,569.		1,505.					64.	
		32 SHS KELLOGG CO.				P	04/23/2012	11/23/2012
1,744.		1,635.					109.	
		45 SHS MEDTRONIC INC.				P	04/23/2012	11/23/2012
1,871.		1,675.					196.	
		42 SHS NOVARTIS AG SPON ADR				P	04/23/2012	11/23/2012
2,497.		2,337.					160.	
		53 SHS SYSCO CORP				P	04/23/2012	11/23/2012
1,604.		1,507.					97.	
		USB X7200- FRACT SHR -BANK OF AMERICA				P	VAR	12/03/2012
53.							53.	
		ACCO BRAND / MEADWESTVACO MERGER - FRACT				P	VAR	05/31/2012
8.							8.	
		WF - USTB 03/29/12				P	12/05/2011	03/29/2012
1,000,000.		1,000,000.						
		WF - USTB 04/19/12				P	12/09/2011	04/19/2012
260,000.		260,000.						
		WF - USTB 04/26/12				P	03/29/2012	04/26/2012
1,000,000.		1,000,000.						
		WF - USTB 05/24/12				P	03/16/2012	05/24/2012
151,000.		151,000.						
		WF - USTB 05/24/12				P	04/26/2012	05/24/2012
691,000.		691,000.						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		WF - USTB 06/21/12				P	05/24/2012	06/21/2012
821,000.		821,000.						
		WF - USTB 07/26/12				P	06/22/2012	07/26/2012
821,000.		821,000.						
		WF - USTB 07/26/12				P	06/22/2012	07/26/2012
201,000.		201,000.						
		WF - USTB 08/23/12				P	07/30/2012	08/23/2012
1,001,000.		1,001,000.						
		WF - USTB 09/20/12				P	08/24/2012	09/20/2012
1,001,000.		1,001,000.						
		WF - USTB 11/15/12				P	10/18/2012	11/15/2012
951,000.		951,000.						
		WF - USTB 12/13/12				P	11/16/2012	12/13/2012
801,000.		801,000.						
		WF - USTB 12/27/12				P	12/13/2012	12/27/2012
1,076,000.		1,076,000.						
		WF - CORP BOND -COMMON EDISON				P	02/08/2011	03/15/2012
100,000.		106,100.					-6,100.	
		WF - CORP BOND -GE CAP				P	02/08/2011	06/15/2012
200,000.		211,100.					-11,100.	
		WF - CORP BOND -BANK OF NY				P	02/08/2011	11/01/2012
200,000.		211,600.					-11,600.	
		USB -SEC LIT - CREDIT SUISSE				P	VAR	11/19/2012
5,327.							5,327.	

JOSEPH J. SCHOTT FOUNDATION 34-6513748

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		USB - USTB 10/18/12				P	09/20/2012	10/18/2012
950,000.		950,000.						
TOTAL GAIN(LOSS)							-20,057.	

JSA
2E1730 1 000

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO X0506- SWEEP ACCT INTEREST	102.	102.
WELLS FARGO X0506- BOND INTEREST	18,975.	18,975.
WELLS FARGO X5625- SWEEP ACCT INTEREST	10.	10.
WELLS FARGO X0506- T-BILL INTEREST	328.	328.
USB X0810- T-BILL INTEREST	22.	22.
TOTAL	19,437.	19,437.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WF X0506 - DIVIDENDS	377,751.	377,751.
WF X5625 - DIVIDENDS	15,887.	15,887.
VULCAN - DIVIDENDS	78.	78.
TIMKEN - DIVIDENDS	184.	184.
MEADWESTVACO - DIVIDENDS & REINVEST	4,058.	4,058.
TOTAL	397,958.	397,958.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	9,500.			9,500.
TOTALS	9,500.			9,500.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT CONSULTANT		11,010.		11,010.
INVESTMENT CONSULTANT		25,000.	25,000.	
	TOTALS	36,010.	25,000.	11,010.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENTS		13,000.	
OH FILING FEE		200.	
FOREIGN TAX		7,197.	7,197.
	TOTALS	20,397.	7,197.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OFFICE SUPPLIES & POSTAGE		181.	
BANK FEES		250.	250.
WELLS FARGO ADVISORY FEES		7,752.	7,752.
USB TAX PREP FEE		100.	100.
	TOTALS	8,283.	8,102.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. TREASURY BILLS	1,259,989.	1,001,005.	1,000,990.
TREASURY OBLIGATIONS	1,142.	6,421.	6,421.
US OBLIGATIONS TOTAL	1,261,131.	1,007,426.	1,007,411.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MEADWESTVACO	24,111.	25,169.	130,022.
TIMKEN			9,566.
VULCAN MATERIALS	207,499.	207,499.	101,549.
WELLS FARGO X0506 (SEE ATT 8A)	10,121,213.	10,100,032.	10,302,548.
WELLS FARGO X5625 (SEE ATT 8B)		754,230.	784,561.
TOTALS	10,352,823.	11,086,930.	11,328,246.

Joseph J Schott Foundation
12/31/2012

34-6513748

WELLS FARGO ADVISORS # 5915-0506

Description	Beginning Book Balance	Ending Book Balance	Ending FMV
AGL	212,572 25	212,572.25	219,835 00
APPLIED	202,061 20	202,061.20	108,680 00
AT&T	179,447.00	179,447.00	202,260 00
BCE	177,872.20	177,872 20	210,406.00
BHP BILLITON LTD	234,512.00	234,512.00	266,628 00
BRISTOL MYERS	167,382.70	167,382 70	161,320 50
CINCY FINL	196,903.62	196,903 62	262,372 00
COKE	430,993.51	430,993.51	522,000 00
CONOCOPHILLIPS	177,682.33	136,975.31	130,477 50
CRH PLC ADR	306,748 80	306,748 80	183,060 00
DIGITAL REALTY	97,926.31	97,580.39	101,835.00
DOW	262,169.20	262,169 20	242,470 50
EMERSON	202,920 00	202,920 00	211,840.00
EXXON	376,558.55	376,558 55	415,440.00
GE	341,055.00	341,055 00	173,167.50
GENERAL MILLS	179,979.00	179,979 00	198,058.00
GLAXOSMITHKLINE	268,887.00	268,887 00	217,350.00
HEALTH CARE REIT	99,467 13	96,858 77	119,515 50
HOME DEPOT	213,319.03	213,319.03	432,950 00
HUDSON CITY	208,548.80	208,548 80	130,080 00
INTEL	211,000 00	211,000.00	206,200 00
J&J	194,940.00	194,940 00	210,300 00
KINDER MORGAN	99,365 09	99,365.09	118,355 50
MERCK	429,340.00	429,340.00	507,656 00
MICROCHIP	439,551 85	421,325 85	423,670.00
MICROSOFT	242,331 60	242,331 60	227,032 45
NESTLE	138,047.50	138,047.50	203,656 25
NEXTERA	233,175.15	233,175.15	311,355 00
NOVARTIS	345,018.07	345,018 07	406,512 60
PAYCHEX	603,375 04	603,375 04	435,400 00
PEPSI	180,337 60	180,337.60	191,604 00
PFIZER	245,800.00	245,800 00	250,793 00
PHILLIPS 66	NONE	40,707 02	59,737.50
PHILIP MORRIS	167,540 10	167,540 10	184,008 00
P&G	347,534.04	347,534 04	353,028 00
SIEMENS	241,961 60	241,961 60	240,834 00
SPECTRA	388,123.07	388,123 07	442,187.00
SYSCO	200,089.00	200,089.00	189,960 00
THE SOUTHERN CO.	165,953.16	165,953 16	158,397 00
UPS	239,812.50	239,812 50	258,055 00
VERIZON	178,321 81	178,321.81	201,205 50
VODAFONE GROUP	292,589.70	292,589 70	212,855 50
TOTAL	**10,121,212.51**	**10,100,032.23**	**10,302,547.80**

ATTACHMENT 8A

Joseph J. Schott Foundation
12/31/2012

34-6513748

WELLS FARGO ADVISORS # 1289-5625

Description	Beginning Book Balance	Ending Book Balance	Ending FMV
AFLAC	NONE	15,230	19,017
AIR PRODUCTS & CHEMICALS INC.	NONE	16,400	15,712
ANALOG DEVICES INC.	NONE	15,653	17,413
AT&T	NONE	13,964	14,900
AUTOMATED DATA PROCESSING	NONE	16,044	16,794
BAXTER INTERNATIONAL	NONE	15,890	19,465
BECTON DICKINSON & CO	NONE	14,327	14,700
CHEVRON CORP	NONE	18,896	19,465
CHUBB CORP	NONE	15,843	16,570
CLOROX COMPANY	NONE	14,461	15,523
COLGATE-PALMOLIIVE CO	NONE	14,567	15,472
CONOCOPHILLIPS	NONE	12,276	12,816
EATON VANCE CORP	NONE	11,619	14,141
EMERSON ELECTRIC	NONE	16,211	17,265
EXXON MOBIL CORP	NONE	24,076	24,321
FACTSET RESEARCH SYSTEMS	NONE	15,887	13,561
GENERAL MILLS INC	NONE	14,602	15,279
GENL DYNAMICS CORP. COM	NONE	16,308	16,417
GRAINGER WW INC	NONE	12,214	11,737
HARRIS CORP	NONE	14,078	15,912
ILLINOIS TOOL WORKS INC	NONE	15,587	16,966
IBM	NONE	15,680	14,941
JM SMUCKER CO	NONE	16,004	17,593
JOHNSON & JOHNSON	NONE	15,911	17,385
JOHNSON CONTROLS INC	NONE	15,901	15,366
KELLOGG COMPANY	NONE	14,631	16,085
MCDONALDS CORP	NONE	15,906	14,643
MEDTRONIC INC	NONE	14,233	15,506
MICROSOFT CORP	NONE	24,371	20,326
NEXTERA ENERGY INC	NONE	14,283	15,568
NORDSTROM INC.	NONE	15,585	15,141
NORFOLK SOUTHERN CORP	NONE	15,482	13,543
NORTHEAST UTILITIES	NONE	14,243	15,241
NOVARTIS AG SPON ADR	NONE	14,010	16,078
PAYCHEX INC	NONE	16,045	16,328
PEPSICO INC	NONE	16,064	16,560
PHILLIPS 66 - may spin off	NONE	7,183	10,832
POLARIS INDS	NONE	15,543	16,409
PRAXAIR INC	NONE	15,799	15,214
PROCTER & GAMBLE CO	NONE	16,560	17,176
SCANA CORP COM	NONE	7,640	7,622
SIGMA ALDRICH CORP	NONE	15,997	16,629
SYSCO CORP	NONE	14,533	16,115
TARGET CORP	NONE	14,428	15,029
THE SOUTHERN COMPANY	NONE	16,079	15,069
UNITED TECHNOLOGIES	NONE	15,947	16,238
VF CORPORATION	NONE	15,569	15,550
WAL-MART STORES INC	NONE	12,614	14,533
WISCONSIN ENERGY CORP	NONE	7,980	7,591
3M CO	NONE	15,876	16,806
TOTAL	-	**754,230**	**784,561**

ATTACHMENT 8B

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
100 COMMONWEATH EDISON 3/15/12	106,100.		
200 GEN ELECTRIC CAP 6/15/12	211,100.		
200 BANK OF NY MELLON 11/1/12	211,600.		
TOTALS	528,800.		

Form 990PF, Part VIII-List of Officers, Directors, and Trustees

Name and Address	Title	Estimated Time Devoted to Position	Compensation for Investment Purposes	Compensation for Charitable Purposes	Total
Francie S. Hiltz 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	3 1 hr	$ -	$ 18,686	18,686
L. Thomas Hiltz 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	3 9 hr	$ 2,514	$ 23,603	26,117
Elizabeth S. Saal 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	2 3 hr	$ -	$ 6,984	6,984
Dunne Saal 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	4 8 hr	$ -	$ 1,059	1,059
Grand Totals			**$ 2,514**	**$ 50,332**	**52,846**

See attached list of Trustee Responsibilities

While the Joseph J. Schott Foundation (JJSF) utilizes the services of outside professionals (e.g., accountants and tax advisors, investment managers and attorneys) to help meet its management needs, it typically only does so for complex issues that are of a longer-term, strategic nature.

Virtually all of the day-to-day tasks at JJSF are completed by the Trustees or by support personnel.

The Trustees are directly and solely responsible for keeping JJSF on-track and for ensuring that any and all Leadership, Administrative and Programmatic activities at JJSF work in support of that end.

In general terms, JJSF's Trustees must deliver substantial value along several broad fronts.

- The Trustees must oversee the development of JJSF's investment management strategies and must ensure that the most appropriate investment management tactics are utilized whenever practicable.

- The Trustees must monitor, analyze and interpret short-term and long-term trends in the relevant financial markets, and must act-upon those trends in a timely and responsible manner.

- The Trustees must develop a clear philanthropic agenda for JJSF, and must make certain that every dimension of the agenda is supported by an appropriate set of initiatives; the Trustees must consistently develop and implement any and all required initiatives in a timely, focused and cost-effective manner.

- As a practical matter, the Trustees at JJSF must design and execute all of the policies, plans and programs that are required to support the organization's continued success without the help of a traditional management team.

ATTACHMENT 11

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

L. THOMAS HILTZ
50 EAST RIVER CENTER BLVD.
COVINGTON, KY 41011-1648
859-431-5544

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINA ART ASSOCIATION-GIBBES MUSEUM OF ART 135 MEETING STREET CHARLESTON, SC 29401	PUBLIC CHARITY	CONTRIBUTION FOR "ART OF DESIGN" FUNDRAISER EVENT FOR THE GIBBES MUSEUM OF ART.	10,000
FRIENDS OF DATER MONTESSORI 2840 BOUDINOT AVENUE CINCINNATI, OH 45238	PUBLIC CHARITY	FOR EDUCATIONAL PROGRAMS AT THE DATER MONTESSORI ELEMENTARY SCHOOL	2,500
HANDS TOGETHER PO BOX 80985 SPRINGFIELD, MA 01138	PUBLIC CHARITY	FOR SUMMER YOUTH PROJECTS, SCHOOL BOOKS, AND WATER WELL DRILLING FOR SCHOOLS IN HAITI	81,017
LEUKEMIA & LYMPHOMA SOCIETY 300 W COLEMAN BLVD #206 MT PLEASANT, SC 29464	PUBLIC CHARITY	FOR LEUKEMIA CUP REGATTA EVENT	5,000
DARKNESS TO LIGHT, INC 7 RADCLIFFE ST #200 CHARLESTON, SC 29403	PUBLIC CHARITY	FOR SILVER SPONSORSHIP D2L GALA EVENT	10,000
PRESBYERIAN CHURCH USA/ HEBRON ZION 2915 BOHICKET RD JOHNS ISLAND, SC 29455	PUBLIC CHARITY	FOR RENOVATION OF CHURCH	6,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST PETER IN CHAINS CATHEDRAL 325 W EIGHTH STREET CINCINNATI, OH 45202	PUBLIC CHARITY	FOR NEW SOUND SYSTEM IN CATHEDRAL	50,000
LEADERSHIP SCHOLARS, INC 1609 MADISON ROAD CINCINNATI, OH 45206	PUBLIC CHARITY	FOR OPERATING SUPPORT	60,000
ST RITA'S SCHOOL FOR THE DEAF 1720 GLENDALE-MILFORD RD. CINCINNATI, OH 45215	PUBLIC CHARITY	FOR GENERAL OPERATING FUNDS	50,000
NATIONAL UNDERGROUND RAILROAD FREEDOM CENTER 50 E FREEDOM WAY CINCINNATI, OH 45202	PUBLIC CHARITY	FOR FREEDOM CONDUCTORS' EVENT 2013	10,000
HARBOR SPRINGS AREA HISTORICAL SOCIETY 349 E MAIN STREET HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	FOR DEVELOPMENT AND PROMOTION OF EDUCATIONAL PROGRAMS	11,715
FLORENCE CRITTENTON PROGRAMS OF SOUTH CAROLINA 19 ST MARGARET STREET CHARLESTON, SC 29403	PUBLIC CHARITY	FOR 2012 SUGAR & SPICE SOIREE	10,000

TOTAL CONTRIBUTIONS PAID 306,232.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: JOSEPH J. SCHOTT FOUNDATION C/O L. THOMAS HILTZ

Employer identification number: 34-6513748

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,085.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	3,085.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-23,412.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	270.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-23,142.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			3,085.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-23,142.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-20,057.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: JOSEPH J. SCHOTT FOUNDATION

Employer identification number: 34-6513748

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
184 SHS SCANA CORP	04/23/2012	06/25/2012	8,729.	8,290.	439.
46 SHS AT&T	04/23/2012	07/18/2012	1,616.	1,413.	203.
27 SHS CLOROX CO.	04/23/2012	07/18/2012	1,977.	1,858.	119.
14 SHS COLGATE-PALMOLIVE CO.	04/23/2012	07/18/2012	1,473.	1,362.	111.
28 SHS NEXTERA ENERGY INC.	04/23/2012	07/18/2012	1,933.	1,771.	162.
47 SHS NORTHEAST UTILITIES	04/23/2012	07/18/2012	1,872.	1,699.	173.
27 SHS TARGET CORP	04/23/2012	07/18/2012	1,661.	1,519.	142.
60 SHS WAL-MART STORES INC.	04/23/2012	07/18/2012	4,383.	3,561.	822.
167 SHS EATON VANCE CORP.	04/23/2012	08/03/2012	4,431.	4,329.	102.
19 SHS GRAINGER WW INC.	04/23/2012	08/07/2012	3,824.	4,039.	-215.
52 SHS HARRIS CORP.	04/23/2012	10/12/2012	2,661.	2,270.	391.
21 SHS BECTON KICKINSON & CO	04/23/2012	11/23/2012	1,597.	1,587.	10.
39 SHS GENERAL MILLS INC.	04/23/2012	11/23/2012	1,569.	1,505.	64.
32 SHS KELLOGG CO.	04/23/2012	11/23/2012	1,744.	1,635.	109.
45 SHS MEDTRONIC INC.	04/23/2012	11/23/2012	1,871.	1,675.	196.
42 SHS NOVARTIS AG SPON ADR	04/23/2012	11/23/2012	2,497.	2,337.	160.
53 SHS SYSCO CORP	04/23/2012	11/23/2012	1,604.	1,507.	97.
WF - USTB 03/29/12	12/05/2011	03/29/2012	1,000,000.	1,000,000.	
WF - USTB 04/19/12	12/09/2011	04/19/2012	260,000.	260,000.	
WF - USTB 04/26/12	03/29/2012	04/26/2012	1,000,000.	1,000,000.	
WF - USTB 05/24/12	03/16/2012	05/24/2012	151,000.	151,000.	
WF - USTB 05/24/12	04/26/2012	05/24/2012	691,000.	691,000.	
WF - USTB 06/21/12	05/24/2012	06/21/2012	821,000.	821,000.	
WF - USTB 07/26/12	06/22/2012	07/26/2012	821,000.	821,000.	

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: JOSEPH J. SCHOTT FOUNDATION

Employer identification number: 34-6513748

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a WF - USTB 07/26/12	06/22/2012	07/26/2012	201,000.	201,000.	
WF - USTB 08/23/12	07/30/2012	08/23/2012	1,001,000.	1,001,000.	
WF - USTB 09/20/12	08/24/2012	09/20/2012	1,001,000.	1,001,000.	
WF - USTB 11/15/12	10/18/2012	11/15/2012	951,000.	951,000.	
WF - USTB 12/13/12	11/16/2012	12/13/2012	801,000.	801,000.	
WF - USTB 12/27/12	12/13/2012	12/27/2012	1,076,000.	1,076,000.	
USB - USTB 10/18/12	09/20/2012	10/18/2012	950,000.	950,000.	

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 3,085.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a USB X7200- FRACT SHR -BANK OF AMERICA		12/03/2012	53.		53.
ACCO BRAND / MEADWESTVACO MERGER - FRACT SHR		05/31/2012	8.		8.
WF - CORP BOND -COMMON EDISON	02/08/2011	03/15/2012	100,000.	106,100.	-6,100.
WF - CORP BOND -GE CAP	02/08/2011	06/15/2012	200,000.	211,100.	-11,100.
WF - CORP BOND -BANK OF NY	02/08/2011	11/01/2012	200,000.	211,600.	-11,600.
USB -SEC LIT - CREDIT SUISSE	VAR	11/19/2012	5,327.		5,327.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -23,412.

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JOSEPH J. SCHOTT FOUNDATION C/O L. THOMAS HILTZ	Employer identification number (EIN) or 34-6513748
	Number, street, and room or suite no If a P O box, see instructions 1801 EAST NINTH ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLEVELAND, OH 44114-3103	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

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

- The books are in the care of ▶ L. THOMAS HILTZ

Telephone No ▶ 859 431-5544 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 12 or
▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 14,319.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 9,319.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 5,000.

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

- 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)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions JOSEPH J. SCHOTT FOUNDATION C/O L. THOMAS HILTZ	Employer identification number (EIN) or 34-6513748
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1801 EAST NINTH ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLEVELAND, OH 44114-3103	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ L. THOMAS HILTZ

  Telephone No ▶ 859 431-5544 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 , 20 13

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____

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 NECESSARY IN ORDER TO COMPLETE AN ACCURATE TAX 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	$	14,319.
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	$	14,319.
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	$	

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 ▶ Title ▶ Date ▶