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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation HASKELL FUND		A Employer identification number 34-6513797	
Number and street (or P O box number if mail is not delivered to street address) 1111 SUPERIOR AVE E SUITE 700		B Telephone number (see instructions) (216) 363-6481	
City or town, state, and ZIP code CLEVELAND, OH 441142540		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ 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) \$ 4,309,473		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual Other (specify) (Part I, column (d) must be on cash basis.)			

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24,841	24,841		
	4 Dividends and interest from securities.	107,979	107,979		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	136,372			
	b Gross sales price for all assets on line 6a _____ 1,654,079				
	7 Capital gain net income (from Part IV, line 2)		136,668		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	852	852		
	12 Total. Add lines 1 through 11	270,044	270,340		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	23,240	17,430		5,810
	c Other professional fees (attach schedule)	17,637	17,637		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,005	1,939		1,066
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,395	10,676		3,719
	24 Total operating and administrative expenses. Add lines 13 through 23	58,277	47,682		10,595
	25 Contributions, gifts, grants paid	214,500			214,500
	26 Total expenses and disbursements. Add lines 24 and 25	272,777	47,682		225,095
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,733			
	b Net investment income (if negative, enter -0-)		222,658		
c Adjusted net income (if negative, enter -0-)					

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	24,411	24,411
	2	Savings and temporary cash investments	111,088	86,473
	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 page 15 of the 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		
	10a	Investments—U S and state government obligations (attach schedule)	310,229	263,435
	b	Investments—corporate stock (attach schedule)	2,638,984	2,663,516
	c	Investments—corporate bonds (attach schedule).	314,763	324,003
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	119,806	135,853
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,494,870	3,497,691
	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 ▶ _____)		
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0
		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.		
	27	Capital stock, trust principal, or current funds	3,500,486	3,497,691
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	-5,616	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,494,870	3,497,691
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,494,870	3,497,691

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	3,494,870
2	Enter amount from Part I, line 27a	2	-2,733
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,900
4	Add lines 1, 2, and 3	4	3,498,037
5	Decreases not included in line 2 (itemize) ▶ _____	5	346
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,497,691

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	136,668
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	17,845

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	241,772	4,330,904	0 055825
2010	215,053	4,002,827	0 053725
2009	172,049	3,476,402	0 049491
2008	245,051	4,468,814	0 054836
2007	256,647	5,353,471	0 047940

2	Total of line 1, column (d).	2	0 261817
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 052363
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,328,104
5	Multiply line 4 by line 3.	5	226,633
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,227
7	Add lines 5 and 6.	7	228,860
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	225,095

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	4,453	
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	4,453	
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	4,453	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,700		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	4,000		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	6,700	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	18	
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	2,229	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	2,229	Refunded	11	

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶MN ADVISORY SERVICES LLC Telephone no ▶(216) 363-6481 Located at ▶1111 SUPERIOR AVE SUITE 700 CLEVELAND OH ZIP +4 ▶44114			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

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

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

Organizations relying on a current notice regarding disaster assistance check here.

YesNo

6a

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

YesNo

6b

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

YesNo

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?

YesNo

7b

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

YesNo

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
See Additional Data Table				

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

[illegible]

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1		
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

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	4,268,888
b	Average of monthly cash balances.	1b	125,126
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,394,014
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	4,394,014
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,910
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,328,104
6	Minimum investment return. Enter 5% of line 5.	6	216,405

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	216,405
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,453
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,453
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	211,952
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	211,952
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	211,952

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	225,095
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	225,095
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	225,095
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				211,952
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				1,320
b From 2008.				23,486
c From 2009.				35
d From 2010.				17,490
e From 2011.				30,941
f Total of lines 3a through e.	73,272			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 225,095				
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.				211,952
e Remaining amount distributed out of corpus	13,143			
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	86,415			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	1,320			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	85,095			
10 Analysis of line 9				
a Excess from 2008. . . .				23,486
b Excess from 2009. . . .				35
c Excess from 2010. . . .				17,490
d Excess from 2011. . . .				30,941
e Excess from 2012. . . .				13,143

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

JAMES SEKERAK
1111 SUPERIOR AVE
SUITE 700
CLEVELAND, OH 44114
(216) 363-6481

b

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

WRITTEN PROPOSAL INCLUDING A STATEMENT OF OPERATIONS AND AN INTERNAL REVENUE CERTIFICATION OF EXEMPT STATUS AS A PUBLIC CHARITY UNDER IRS SECTION 501-C-3

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)				
a Paid during the year See Additional Data Table				
Total			3a	214,500
b Approved for future payment				
Total			3b	

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	24,841	
4 Dividends and interest from securities. . . .			14	107,979	
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	136,668	-296
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a ICAHN ENTERPRISES LP			14		
b ONEOK PARTNERS LP			14		
c BLACKSTONE GROUP LP			14		
d PROSHARES ULTRASHORT EURO			14	438	
e PARTNERSHIP DISTRIBUTIONS			14	414	
12 Subtotal Add columns (b), (d), and (e). .				270,340	-296
13 Total. Add line 12, columns (b), (d), and (e).				13 270,044	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-05-15	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	JAMES C SEKERAK	JAMES C SEKERAK	2013-07-10		
	Firm's name ☐	MN ADVISORY SERVICES LLC		Firm's EIN ☐	
		1111 SUPERIOR AVE STE 700			
	Firm's address ☐	CLEVELAND, OH 44114		Phone no (216) 696-0320	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
440-SYMANTEC CORP	P	2011-03-07	2012-01-20
80-SANDISK CORP	P	2011-05-26	2012-04-20
150-EMC CORP MASS	P	2008-07-11	2012-06-07
70-UNILEVER NV NY SHS	P	2011-08-22	2012-09-11
110-DAVITA HEALTHCARE	P	2010-01-11	2012-11-16
60-CAPITAL ONE FINANCIAL	P	2009-08-14	2012-11-30
1180-NYSE EURONEXT N V	P	2009-02-26	2012-01-06
60-TORONTO DOMINION BANK	P	2011-09-30	2012-03-21
170-MICROCHIP TECHNOLOGY INC	P	2011-04-26	2012-05-09
170-ANALOG DEVICES	P	2011-09-30	2012-07-05
340-M & T BANK CORPORATION	P	2010-12-21	2012-08-27
830-US BANCORP	P	2012-01-06	2012-12-04
40-FEDEX CORP	P	2011-07-07	2012-06-12
150-ISHARES PHLX SOX SEMI-CONDUCT	P	2012-06-12	2012-10-12
30-RUDDICK CORP	P	2011-05-19	2012-01-23
50-MEDCOHEALTH SOLUTIONS	P	2010-11-11	2012-03-29
40-QUALCOMM	P	2011-01-13	2012-06-07
0 592-PENTAIR LTD	P	2011-11-17	2012-10-01
20000-FED NAT MTG	P	2008-06-24	2012-11-19
20-CAPITAL ONE FINANCIAL	P	2009-08-25	2012-11-30
430-MCCORMICK & CO INC	P	2011-11-17	2012-01-13
440-TORONTO DOMINION BANK	P	2009-12-23	2012-03-21
400-ENERPLUS CORP	P	2008-11-18	2012-05-22
310-LAS VEGAS SANDS CORP	P	2012-04-04	2012-07-26
160-M & T BANK CORPORATION	P	2011-02-01	2012-08-27
120-ANALOG DEVICES	P	2008-10-03	2012-11-30
60-FEDEX CORP	P	2011-10-28	2012-06-12
130-ROSS STORES	P	2012-06-12	2012-10-16
120-RUDDICK CORP	P	2011-03-04	2012-01-23
160-HARRIS TEETER SUPERMKTS	P	2011-03-04	2012-04-09

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60-QUALCOMM	P	2011-02-14	2012-06-07
290-OCWEN FINNANCIAL CORP	P	2012-05-24	2012-10-05
190-CIA PAR	P	2011-04-04	2012-11-23
200-COSAN LIMITED	P	2011-03-29	2012-11-30
260-MCCORMICK & CO INC	P	2010-05-05	2012-01-13
40-TORONTO DOMINION BANK	P	2010-04-26	2012-03-21
790-ENERPLUS CORP	P	2009-05-21	2012-05-22
30-EMERSON ELECTRIC CO	P	2004-08-20	2012-06-27
250-INTEL CORP	P	2012-01-20	2012-09-18
310-ANALOG DEVICES	P	2008-11-18	2012-11-30
400-PROSHS ULTRASHORT EURO	P	2011-09-14	2012-06-12
100-ISHARES MSCI	P	2012-06-12	2012-11-21
20000-DIAGEO CAP PLC 5 125% 1/30/12	P	2008-06-20	2012-01-30
200-PRECISION DRILLING CORPF	P	2009-05-26	2012-04-17
0 3333-DUKE ENERGY CORP	P	2011-09-23	2012-07-06
70-ADT CORP	P	2011-11-17	2021-10-16
100-CIA PAR	P	2011-10-04	2012-11-23
60-HOME DEPOT	P	2011-09-19	2012-11-30
580-MICROSOFT CORP ,	P	2011-10-07	2012-01-19
400-TRAVELERS COMPANIES INC	P	2011-06-01	2012-04-18
210-ENERPLUS CORP	P	2010-03-31	2012-05-22
220-EMERSON ELECTRIC CO	P	2008-11-18	2012-06-27
770-INTEL CORP	P	2012-05-09	2012-09-18
0 6667-WPX ENERGY INC	P	2011-10-19	2012-01-03
340-PORTLAND GENERAL ELEC	P	2011-04-28	2012-06-12
430-ISHARES MSCI	P	2012-06-13	2012-11-21
70-SANDISK CORP	P	2011-05-26	2012-02-07
160-TERADATA CORP	P	2012-02-07	2012-05-03
130-JP MORGAN CHASE & CO	P	2008-07-10	2012-07-09
33-PENTAIR LTD	P	2011-11-17	2012-10-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
330-NEWFIELD EXPLORATION	P	2012-02-10	2012-01-28
60-MCDONALDS	P	2011-09-12	2012-11-30
210-TORONTO DOMINION BANK	P	2010-04-26	2012-01-19
460-GENUINE PARTS CO	P	2010-10-21	2012-04-04
30-CATERPILLAR INC	P	2011-09-30	2012-05-29
250-EMERSON ELECTRIC CO	P	2009-02-24	2012-06-27
30-B C E INC	P	2011-04-14	2012-09-14
130-CASH AMERICA INT'L INC	P	2011-09-28	2012-01-25
180-FRESH MARKET	P	2011-10-28	2012-08-10
200-TEXAS CAPITAL	P	2012-03-21	2012-11-21
80-SANDISK CORP	P	2012-02-25	2012-02-07
70-GOLDCORP INE	P	2010-05-11	2012-05-16
90-JP MORGAN CHASE & CO	P	2008-09-18	2012-07-09
190-NISSAN MOTOR	P	2009-08-25	2012-09-27
100-BAYERISCHE MOTR ADR	P	2012-03-08	2012-11-30
70-NATIONAL OIL WELL	P	1969-07-07	2012-11-30
240-WEIGHT WATCHERS INT'L INC	P	2011-09-12	2012-01-20
50-GENUINE PARTS CO	P	2010-11-15	2012-04-04
110-MICROSOFT CORP ,	P	2011-09-30	2012-06-08
450-JP MORGAN CHASE	P	2010-02-23	2012-07-05
790-B E C INC	P	2011-06-03	2012-09-14
250-EZCORP INC	P	2011-09-28	2012-03-02
150-ISHARES PHLX SOX SEMI-CONDUCT	P	2012-04-30	2012-08-10
240-ALIGN TECHNOLOGY INC	P	2012-08-10	2012-12-06
270-ERICSSON TEL ADR B NEW	P	2009-06-18	2012-02-08
250-ASSURANT INC	P	2010-05-13	2012-05-21
30-JP MORGAN CHASE & CO	P	2009-04-16	2012-07-09
140-NISSAN MOTOR	P	2009-08-25	2012-10-11
150-DR PEPPER SNAPPLE	P	2012-08-03	2012-11-30
100-TIME WARNER INC	P	2011-01-06	2012-11-30

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160-HONEYWELL INT'L	P	2011-09-30	2012-01-30
210-ENERPLUS CORP	P	2011-09-30	2012-05-08
170-MICROSOFT CORP ,	P	2011-10-07	2012-06-08
70-JP MORGAN CHASE	P	2010-04-16	2012-07-05
270-UNITED PARCEL SERVICE	P	2011-01-13	2012-09-21
130-ISHARES MSCI	P	2011-11-08	2012-03-02
320-LONE PINE RESOURCES	P	2011-12-28	2012-08-10
270-UBS AG JERSEY	P	2011-07-22	2012-12-21
320-QEP RESOURCES INC	P	2009-07-24	2012-02-10
80-PETROLEO BRASILEIRO ADR	P	2010-02-18	2012-05-21
180-AETNA INC	P	2010-08-25	2012-07-25
20000-WELLS FARGO & CO	P	2010-02-10	2012-10-23
80-LILLY ELI & COMPANY	P	2012-07-25	2012-11-30
70-DAVITA HEALTHCARE	P	2010-01-11	2012-12-06
180-HONEYWELL INT'L	P	2011-06-22	2012-01-30
100-ENERPLUS CORP	P	2004-01-26	2012-05-08
90-DR PEPPER SNAPPLE GROUP	P	2011-09-30	2012-06-25
280-JP MORGAN CHASE	P	2010-10-13	2012-07-05
420-TIDEWATER INC	P	2012-05-09	2012-10-12
210-ANNALY CAPITAL	P	2011-07-22	2012-03-21
200-FIRST AMER FINANCIAL	P	2010-07-29	2012-08-10
80-UBS AG JERSEY	P	2011-12-09	2012-12-21
60-BLACKROCK INC	P	2010-12-07	2012-02-21
110-ANALOG DEVICES INC	P	2012-05-11	2012-06-06
100-NEXEN INC	P	2011-01-27	2012-07-26
40-IDACORP INCORPORATED	P	2011-11-19	2012-10-31
10-MASTERCARD INC	P	2012-06-06	2012-11-30
150-GROUPE C G INC	P	2010-10-08	2012-12-17
110-HONEYWELL INT'L	P	2006-11-21	2012-01-30
50-ENERPLUS CORP	P	2004-08-20	2012-05-08

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

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290-CATEPILLAR INC	P	2009-08-25	2012-05-29
10-ANALOG DEVICES	P	2008-03-05	2012-07-25
240-TIDEWATER INC	P	2012-05-22	2012-10-12
160-DOMINOS PIZZA	P	2011-06-24	2012-03-21
290-FURIEX PHARMA INC,	P	2010-07-29	2012-08-10
120-VALE SA ADR	P	2007-03-07	2012-03-08
50-EMC CORP MASS	P	2011-07-18	2012-06-07
110-NEXEN INC	P	2011-06-22	2012-07-26
60-IDACORP INCORPORATED	P	2011-06-03	2012-10-31
130-EATON CORP	P	2012-10-16	2012-12-03
20000-US TREAS NT	P	2008-03-12	2012-12-31
110-HONEYWELL INT'L	P	2006-10-03	2012-01-30
150-ENERPLUS CORP	P	2007-02-15	2012-05-08
40-MICROSOFT CORP ,	P	2009-05-06	2012-06-08
270-ANALOG DEVICES	P	2008-10-03	2012-07-25
300-LILLY ELY & CO	P	2012-06-27	2012-10-16
5000-US TREAS BD	P	2011-09-02	2012-04-10
90-QEP RESOURCES	P	2010-07-29	2012-08-10
40-VALE SA ADR	P	2007-06-14	2012-03-08
200-HAIN CELESTIAL GROUP	P	2012-01-20	2012-06-08
60-HUMANA INC	P	2011-11-04	2012-07-31
10-IDACORP INCORPORATED	P	2011-07-27	2012-11-01
280-INTEL CORP	P	2012-01-20	2012-12-14
90-IDACORP INCORPORATED	P	2012-12-28	2012-12-27
300-COACH INC	P	2009-08-11	2012-02-15
200-ENERPLUS CORP	P	2007-06-18	2012-05-08
200-MICROSOFT CORP ,	P	2009-07-17	2012-06-08
490-ANALOG DEVICES	P	2011-06-28	2012-07-25
250-BAYER A G SPONSORED	P	2011-05-06	2012-10-16
110-MONSTER BEVERAGE CORP	P	2011-06-30	2012-04-30

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

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260-UBS AG JERSEY	P	2011-12-29	2012-09-07
80-MEDCOHEALTH SOLUTIONS	P	2011-09-15	2012-03-29
170-DUKE ENERGY CORP	P	2011-09-23	2012-06-20
153-DUKE ENERGY CORP	P	2011-09-23	2012-08-01
420-PUB SVC ENT	P	2011-05-12	2012-11-01
50-ANALOG DEVICES INC	P	2009-03-09	2012-11-28
90-IDACORP INCORPORATED	P	2012-12-28	2012-12-28
410-CENTERPOINT ENERGY INC	P	2011-09-30	2012-02-22
100-ENERPLUS CORP	P	2008-06-25	2012-05-08
520-DR PEPPER SNAPPLE GROUP	P	2010-06-03	2012-06-25
110-PRINCIPAL FINANCIAL GROUP	P	2011-09-30	2012-08-08
90-C M S ENERGY	P	2010-08-26	2012-10-31
60-ISHARES HLTH CARE PRVDRS	P	2011-02-04	2012-04-30
260-TEXTAINER GROUP	P	2011-12-22	2012-09-13
120-MEDCOHEALTH SOLUTIONS	P	2011-09-15	2012-04-03
100-IDACORP INCORPORATED	P	2011-11-09	2012-06-20
200-HUMANA INC	P	2009-05-18	2012-07-31
100-ALASKA AIR	P	2010-06-11	2012-11-05
150-ANALOG DEVICES INC	P	2010-07-30	2012-11-28
150-DR PEPPER SNAPPLE GROUP	P	2011-09-30	2012-01-06
680-CENTERPOINT ENERGY INC	P	2011-06-08	2012-02-22
550-ENERPLUS CORP	P	2010-03-31	2012-05-08
30-DR PEPPER SNAPPLE GROUP	P	2011-01-06	2012-06-25
490-PRINCIPAL FINANCIAL GROUP	P	2011-12-30	2012-08-08
520-C M S ENERGY	P	2011-04-14	2012-10-31
100-ISHARES HLTH CARE PRVDRS	P	2011-04-14	2012-04-30
340-PROTECTIVE LIFE CORP	P	2011-12-22	2012-09-18
0 2-EXPRESS SCRIPTS	P	2011-09-15	2012-04-04
70-ANALOG DEVICES INC	P	2010-07-30	2012-06-06
140-UNION PACIFIC CORP	P	2010-03-12	2012-08-01

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

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220-ALASKA AIR	P	2010-09-07	2012-11-05
140-TYCO INTL	P	2011-11-17	2012-11-28
330-DR PEPPER SNAPPLE GROUP	P	2011-04-13	2012-01-06
60-VERIZON COMMUNICATIONS	P	2011-09-30	2012-02-22
520-MICROCHIP TECHNOLOGY INC	P	2011-02-08	2012-05-09
450-JP MORGAN CHASE	P	2011-07-22	2012-07-05
1070-PRINCIPAL FINANCIAL GROUP	P	2011-07-01	2012-08-08
380-C M S ENERGY	P	2011-09-30	2012-10-31
250-ANNALY CAPITAL	P	2011-07-22	2012-06-12
420-SPIRIT AIRLINES	P	2012-08-10	2012-09-18
70-BAYER A G SPONSORED	P	2011-05-23	2012-04-19
360-SYMANTEC CORP	P	2011-03-07	2012-06-06
20-SEVEN & I HLDG CO	P	2011-11-07	2012-09-11
20000-HEWLETT PACKARD	P	2009-03-10	2012-11-07
30-APPLE INC	P	2011-04-21	2012-11-28
120-NYSE EURONEXT N V	P	2011-09-30	2012-01-06
540-VERIZON COMMUNICATIONS	P	2008-11-18	2012-02-22
300-MICROCHIP TECHNOLOGY INC	P	2011-03-30	2012-05-09
430-AETNA INC	P	2011-08-03	2012-07-05
220-M & T BANK CORPORATION	P	2010-12-01	2012-08-27
490-C M S ENERGY	P	2011-01-06	2012-11-16
300-BARCLAYS BANK IPATH	P	2012-03-02	2012-06-12
90-MONSTER BEVERAGE CORP	P	2011-06-30	2012-09-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,359		7,739	-380
2,783		3,666	-883
3,683		1,917	1,766
2,461		2,377	84
12,429		6,799	5,630
3,443		2,095	1,348
31,459		20,034	11,425
5,014		4,278	736
5,447		6,312	-865
6,317		5,402	915
30,606		29,151	1,455
26,116		23,103	3,013
3,486		3,931	-445
7,492		7,606	-114
1,226		1,299	-73
3,489		2,982	507
2,342		2,073	269
25		21	4
20,000		20,000	
1,148		731	417
21,993		20,998	995
36,767		27,268	9,499
5,654		9,058	-3,404
10,984		17,769	-6,785
14,403		13,942	461
4,864		3,008	1,856
5,230		5,053	177
8,117		8,422	-305
4,906		4,497	409
5,992		5,996	-4

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,512		3,515	-3
10,576		4,601	5,975
2,479		5,544	-3,065
3,227		2,600	627
13,298		10,262	3,036
3,342		3,074	268
11,166		16,899	-5,733
1,333		928	405
5,840		6,549	-709
12,565		5,895	6,670
8,586		7,373	1,213
1,808		1,489	319
20,000		20,202	-202
1,803		1,008	795
23		20	3
2,621		2,133	488
1,305		1,756	-451
3,880		2,044	1,836
16,331		15,313	1,018
23,808		24,769	-961
2,968		4,953	-1,985
9,776		7,180	2,596
17,987		20,963	-2,976
8,875		8,483	392
7,774		6,395	1,379
3,211		3,207	4
12,332		9,244	3,088
4,388		4,446	-58
1,438		1,146	292

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,804		12,568	-4,764
5,202		5,114	88
16,251		16,136	115
28,910		21,884	7,026
2,764		2,217	547
11,109		7,009	4,100
1,316		1,114	202
5,612		6,869	-1,257
10,510		7,441	3,069
8,705		6,999	1,706
3,670		4,012	-342
2,292		3,242	-950
3,038		3,478	-440
3,190		2,781	409
2,936		3,059	-123
4,771		2,066	2,705
17,036		13,642	3,394
3,142		2,391	751
3,230		2,797	433
15,567		18,020	-2,453
34,663		31,038	3,625
7,838		7,099	739
8,231		8,430	-199
6,017		8,286	-2,269
2,542		2,586	-44
8,883		9,332	-449
1,013		997	16
2,327		2,049	278
6,704		6,847	-143
4,712		3,329	1,383

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,252		7,108	2,144
3,538		5,135	-1,597
4,991		4,488	503
2,422		3,258	-836
19,348		19,443	-95
7,821		7,359	462
701		2,132	-1,431
8,841		8,256	585
9,744		7,489	2,255
1,619		3,361	-1,742
6,344		4,885	1,459
20,000		21,479	-1,479
3,915		3,458	457
7,400		4,327	3,073
10,408		10,344	64
1,685		2,975	-1,290
3,846		3,433	413
9,686		11,204	-1,518
19,364		21,106	-1,742
3,425		3,784	-359
3,715		2,998	717
2,619		2,543	76
11,694		10,293	1,401
4,042		4,139	-97
2,556		2,404	152
1,776		1,617	159
4,866		4,165	701
3,521		2,375	1,146
6,361		4,715	1,646
843		1,462	-619

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
26,715		13,946	12,769
372		278	94
11,065		11,104	-39
6,476		3,973	2,503
5,413		3,319	2,094
2,772		2,085	687
1,228		1,328	-100
2,812		2,318	494
2,664		2,342	322
20,000		20,000	
6,361		4,630	1,731
2,527		6,410	-3,883
1,174		798	376
10,032		6,769	3,263
16,017		12,605	3,412
5,618		5,409	209
2,486		2,929	-443
924		922	2
10,711		7,450	3,261
3,668		5,119	-1,451
444		400	44
5,732		7,341	-1,609
3,840		3,514	326
22,906		8,992	13,914
3,370		9,358	-5,988
5,872		4,833	1,039
18,207		18,739	-532
22,872		21,180	1,692
8,516		4,432	4,084

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,657		8,264	393
5,582		4,003	1,579
3,897		3,362	535
10,349		9,078	1,271
13,130		14,102	-972
1,984		916	1,068
3,831		3,514	317
7,710		8,134	-424
1,685		4,540	-2,855
22,221		19,456	2,765
2,873		2,564	309
2,187		1,581	606
3,837		3,497	340
8,313		7,675	638
3,456		541	2,915
4,095		4,041	54
12,226		6,108	6,118
3,971		2,515	1,456
5,953		4,457	1,496
5,790		5,722	68
12,787		12,878	-91
9,267		12,971	-3,704
1,282		1,099	183
12,797		12,096	701
12,635		9,927	2,708
6,395		6,157	238
9,346		7,530	1,816
		11	-11
2,572		2,080	492
17,047		10,130	6,917

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,736		5,154	3,582
3,868		3,261	607
12,738		12,645	93
2,290		2,239	51
16,662		18,933	-2,271
15,567		18,956	-3,389
27,945		32,719	-4,774
9,233		7,531	1,702
4,182		4,505	-323
6,700		8,245	-1,545
4,817		5,539	-722
5,246		6,332	-1,086
1,173		1,096	77
20,895		20,012	883
17,513		10,559	6,954
3,199		2,821	378
20,611		14,861	5,750
9,613		11,135	-1,522
15,167		16,964	-1,797
19,804		17,233	2,571
20,782		17,944	2,838
6,121		8,142	-2,021
5,203		3,627	1,576

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-380
			-883
			1,766
			84
			5,630
			1,348
			11,425
			736
			-865
			915
			1,455
			3,013
			-445
			-114
			-73
			507
			269
			4
			417
			995
			9,499
			-3,404
			-6,785
			461
			1,856
			177
			-305
			409
			-4

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3
			5,975
			-3,065
			627
			3,036
			268
			-5,733
			405
			-709
			6,670
			1,213
			319
			-202
			795
			3
			488
			-451
			1,836
			1,018
			-961
			-1,985
			2,596
			-2,976
			392
			1,379
			4
			3,088
			-58
			292

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,764
			88
			115
			7,026
			547
			4,100
			202
			-1,257
			3,069
			1,706
			-342
			-950
			-440
			409
			-123
			2,705
			3,394
			751
			433
			-2,453
			3,625
			739
			-199
			-2,269
			-44
			-449
			16
			278
			-143
			1,383

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,144
			-1,597
			503
			-836
			-95
			462
			-1,431
			585
			2,255
			-1,742
			1,459
			-1,479
			457
			3,073
			64
			-1,290
			413
			-1,518
			-1,742
			-359
			717
			76
			1,401
			-97
			152
			159
			701
			1,146
			1,646
			-619

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			12,769
			94
			-39
			2,503
			2,094
			687
			-100
			494
			322
			1,731
			-3,883
			376
			3,263
			3,412
			209
			-443
			2
			3,261
			-1,451
			44
			-1,609
			326
			13,914
			-5,988
			1,039
			-532
			1,692
			4,084

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			393
			1,579
			535
			1,271
			-972
			1,068
			317
			-424
			-2,855
			2,765
			309
			606
			340
			638
			2,915
			54
			6,118
			1,456
			1,496
			68
			-91
			-3,704
			183
			701
			2,708
			238
			1,816
			-11
			492
			6,917

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,582
			607
			93
			51
			-2,271
			-3,389
			-4,774
			1,702
			-323
			-1,545
			-722
			-1,086
			77
			883
			6,954
			378
			5,750
			-1,522
			-1,797
			2,571
			2,838
			-2,021
			1,576

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
JUSTYN HASKELL MANLEY 	TRUSTEE 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
COBURN T HASKELL 	PRESIDENT & 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
ERIC T HASKELL 	PRESIDENT & 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
SCHUYLER A HASKELL 	CHAIRMAN & T 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
MARK HASKELL 	VICE PRES & 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
SARAH H GREENE 	TRUSTEE 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
SALLY H BELL 	TRUSTEE 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
KATHERINE H STARBUCK 	TRUSTEE 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
PAULETTE KITKO 	SECRETARY 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
JAMES C SEKERAK 	TREASURER 2 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				
OLIVIA H KAZANJIAN 	TRUSTEE 1 00	0	0	0
1111 SUPERIOR AVE SUITE 700 CLEVELAND, OH 44114				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AGAPE INTERNATIONAL SPIRITUAL CENTE AGAPE INTERNATIONAL SPIRITUAL CENTER 5700 BUCKINGHAM PARKWAY 5700 BUCKINGHAM PARKWAY CULVER CITY,CA 90230	N/A	PUBLIC	UNSPECIFIED	3,834
AMERICAN RED CROSS AMERICAN RED CROSS 29 MANSFIELD AVENUE 29 MANSFIELD AVENUE BURLINGTON,VT 05401	N/A	PUBLIC	GENERAL RELIEF	1,000
AMERICAN RED CROSS-THREE RIVERS CHA AMERICAN RED CROSS-THREE RIVERS CHAPTER P O BOX 142 P O BOX 142 YUBA CITY,CA 95992	N/A	PUBLIC	BUILDING FUND	2,300
AMERICAN RED CROSS-THREE RIVERS CHA AMERICAN RED CROSS-THREE RIVERS CHAPTER P O BOX 142 P O BOX 142 YUBA CITY,CA 95992	N/A	PUBLIC	BUILDING FUND	900
AMNESTY INTERNATIONAL AMNESTY INTERNATIONAL 5 PENN PLAZA 5 PENN PLAZA NEWYORK,NY 10001	N/A	PUBLIC	UNSPECIFIED	5,750
ARCHAEOLOGICAL CONSERVANCY ARCHAEOLOGICAL CONSERVANCY 5301 CENTRAL AVENUE 5301 CENTRAL AVENUE ALBUQUERQUE,NM 87108	N/A	PUBLIC	UNSPECIFIED	5,750
ARIZONA-SONORA DESERT MUSEUM ARIZONA-SONORA DESERT MUSEUM 2021 NORTH KINNEY ROAD 2021 NORTH KINNEY ROAD TUCSON,AZ 85743	N/A	PUBLIC	ENDOWMENT FUND	7,482
ARIZONA-SONORA DESERT MUSEUM ARIZONA-SONORA DESERT MUSEUM 2021 NORTH KINNEY ROAD 2021 NORTH KINNEY ROAD TUCSON,AZ 85743	N/A	PUBLIC	UNSPECIFIED	2,555
BOYS CLUB OF SAN GABRIEL VALLEY BOYS CLUB OF SAN GABRIEL VALLEY 2704 MOUNTAINVIEW ROAD 2704 MOUNTAINVIEW ROAD EL MONTE,CA 91734	N/A	PUBLIC	GENERAL FUND	500
C A R E OF SEVIER VALLEY C A R E OF SEVIER VALLEY 240 WEST 400 NORTH 240 WEST 400 NORTH MONROE,UT 84754	N/A	PUBLIC	UNSPECIFIED	500
CAMPBELL HALL CAMPBELL HALL 4533 LAUREL CANYON BLVD 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD,CA 91607	N/A	PUBLIC	BUILDING CAMPAIGN FUND	2,500
CAMPBELL HALL CAMPBELL HALL 4533 LAUREL CANYON BLVD 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD,CA 91607	N/A	PUBLIC	BUILDING CAMPAIGN FUND	2,000
CAMPBELL HALL CAMPBELL HALL 4533 LAUREL CANYON BLVD 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD,CA 91607	N/A	PUBLIC	GARVER GYM SOUND SYSTEM	1,500
CATE SCHOOL CATE SCHOOL P O BOX 5005 P O BOX 5005 CARPINTERIA,CA 93014	N/A	PUBLIC	GENERAL FUND	1,000
AMERICAN DIABETES ASSOCIATION AMERICAN DIABETES ASSOCIATION 611 WILSHIRE BLVD SUITE 9 611 WILSHIRE BLVD SUITE 9 LOS ANGELES,CA 90017	N/A	PUBLIC	FATHER OF THE YEAR PROGRAM	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDRENS HOSPITAL (PASADENA GUILD) CHILDRENS HOSPITAL (PASADENA GUILD) 4650 SUNSET BLVD 29 4650 SUNSET BLVD 29 LOS ANGELES, CA 90027	N/A	PUBLIC	PASADENA GUILD	500
CHILDRENS HOSPITAL OF LOS ANGELES CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD 29 4650 SUNSET BLVD 29 LOS ANGELES, CA 90027	N/A	PUBLIC	GENERAL FUND	1,000
COLLEGE NOW GREATER CLEVELAND COLLEGE NOW GREATER CLEVELAND 200 PUBLIC SQUARE SUITE 3 200 PUBLIC SQUARE SUITE 3 CLEVELAND, OH 44114	N/A	PUBLIC	UNSPECIFIED	3,500
COMMUNITY CHURCH CONGREGATION COMMUNITY CHURCH CONGREGATION 611 HELIOTROPE AVENUE 611 HELIOTROPE AVENUE CORONA DEL MAR, CA 92625	N/A	PUBLIC	GENERAL FUND	1,500
COUSTEAU SOCIETY INC COUSTEAU SOCIETY INC P O BOX 1267 P O BOX 1267 TOMS RIVER, NJ 08754	N/A	PUBLIC	OPERATING EXPENSES	2,555
COVENANT HOUSE CALIFORNIA COVENANT HOUSE CALIFORNIA 1325 NORTH WESTERN AVENUE 1325 NORTH WESTERN AVENUE HOLLYWOOD, CA 90027	N/A	PUBLIC	UNSPECIFIED	1,500
DIRECT RELIEF INTERNATIONAL DIRECT RELIEF INTERNATIONAL 27 SOUTH LA PATERA LANE 27 SOUTH LA PATERA LANE SANTA BARBARA, CA 93117	N/A	PUBLIC	UNSPECIFIED	1,000
DIRECT RELIEF INTERNATIONAL DIRECT RELIEF INTERNATIONAL 27 SOUTH LA PATERA LANE 27 SOUTH LA PATERA LANE SANTA BARBARA, CA 93117	N/A	PUBLIC	UNSPECIFIED	5,250
EARTH ISLAND INSTITUTE EARTH ISLAND INSTITUTE 2150 ALLSTON WAY 2150 ALLSTON WAY BERKELEY, CA 94704	N/A	PUBLIC	UNSPECIFIED	2,555
EL CAMINO ELEMENTARY SCHOOL EL CAMINO ELEMENTARY SCHOOL 1525 WEST 5TH STREET 1525 WEST 5TH STREET ONTARIO, CA 91762	N/A	PUBLIC	UNRESTRICTED	1,000
FOOTHILLS EQUESTRIAN NATURE CENTER FOOTHILLS EQUESTRIAN NATURE CENTER INC 3381 HUNTING COUNTRY ROAD 3381 HUNTING COUNTRY ROAD TRYON, NC 28782	N/A	PUBLIC	DISCRETION OF EAC	4,836
FOOTHILLS HUMANE SOCIETY FOOTHILLS HUMANE SOCIETY P O BOX 126 P O BOX 126 TRYON, NC 28782	N/A	PUBLIC	UNSPECIFIED	3,253
FREMONT-RIDEOUT HOSPITAL FOUNDATION FREMONT-RIDEOUT HOSPITAL FOUNDATION 989 PLUMAS STREET 989 PLUMAS STREET YUBA CITY, CA 95991	N/A	PUBLIC	OPERATING EXPENSES	1,500
FREMONT-RIDEOUT HOSPITAL FOUNDATION FREMONT-RIDEOUT HOSPITAL FOUNDATION 989 PLUMAS STREET 989 PLUMAS STREET YUBA CITY, CA 95991	N/A	PUBLIC	OPERATING EXPENSES	2,300
FREMONT-RIDEOUT HOSPITAL FOUNDATION FREMONT-RIDEOUT HOSPITAL FOUNDATION 989 PLUMAS STREET 989 PLUMAS STREET YUBA CITY, CA 95991	N/A	PUBLIC	OPERATING EXPENSES	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FREMONT-RIDEOUT HOSPITAL FOUNDATION FREMONT-RIDEOUT HOSPITAL FOUNDATION 989 PLUMAS STREET 989 PLUMAS STREET YUBA CITY,CA 95991	N/A	PUBLIC	OPERATING EXPENSES	900
GLOBAL AIDS INTERFAITH ALLIANCE (GA GLOBAL AIDS INTERFAITH ALLIANCE (GAIA) P O BOX 29110 P O BOX 29110 SAN FRANCISCO,CA 94129	N/A	PUBLIC	UNRESTRICTED	3,000
GOODWILL INDUSTRIES (OF ORANGE COUN GOODWILL INDUSTRIES (OF ORANGE COUNTY) 410 NORTH FAIRVIEW 410 NORTH FAIRVIEW SANTA ANA,CA 92703	N/A	PUBLIC	GENERAL FUND	3,000
GREYFOOT CAT RESCUE GREYFOOT CAT RESCUE P O BOX 310 P O BOX 310 VENTURA,CA 93002	N/A	PUBLIC	UNSPECIFIED	1,000
HERITAGE MUSEUM OF ORANGE COUNTY HERITAGE MUSEUM OF ORANGE COUNTY 3101 WEST HARVARD STREET 3101 WEST HARVARD STREET SANTA ANA,CA 92704	N/A	PUBLIC	GENERAL FUND	1,000
HOAG HOSPITAL FOUNDATION HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVENUE 500 SUPERIOR AVENUE NEWPORT BEACH,CA 92663	N/A	PUBLIC	HEART INSTITUTE	5,000
HOUSE OF RUTH HOUSE OF RUTH P O BOX 459 P O BOX 459 CLAREMONT,CA 91711	N/A	PUBLIC	UNSPECIFIED	1,000
INLAND PACIFIC BALLET INLAND PACIFIC BALLET 5050 ARROW HIGHWAY 5050 ARROW HIGHWAY MONTCLAIR,CA 91763	N/A	PUBLIC	EDUCATIONAL OUTREACH PROGRAM	1,000
INLAND VALLEY HOPE PARTNERS INLAND VALLEY HOPE PARTNERS 1753 NORTH PARK AVENUE 1753 NORTH PARK AVENUE POMONA,CA 91768	N/A	PUBLIC	UNSPECIFIED	500
KJAZZ 881FM KJAZZ 881FM 1288 NORTH BELLFLOWER BLV 1288 NORTH BELLFLOWER BLV LONG BEACH,CA 90815	N/A	PUBLIC	GENERAL FUND	500
LAGUNA COTTAGES LAGUNA COTTAGES 803 LAGUNA STREET 803 LAGUNA STREET SANTA BARBARA,CA 93101	N/A	PUBLIC	UNSPECIFIED	2,750
LOS ANGELES PARKS FOUNDATION LOS ANGELES PARKS FOUNDATION 11973 SAN VICENTE BLVD SU 11973 SAN VICENTE BLVD SU LOS ANGELES,CA 90049	N/A	PUBLIC	CHEVIOT HILLS BASKETBALL COURTS	2,000
LOS ANGELES PARKS FOUNDATION LOS ANGELES PARKS FOUNDATION 11973 SAN VICENTE BLVD SU 11973 SAN VICENTE BLVD SU LOS ANGELES,CA 90049	N/A	PUBLIC	CHEVIOT HILLS BASKETBALL COURTS	1,000
MALAMA KAI FOUNDATION MALAMA KAI FOUNDATION P O BOX 6882 P O BOX 6882 KAMUELA,HI 96743	N/A	PUBLIC	UNSPECIFIED	3,279
MARSHALL PARTNERS USC MARSHALL PARTNERS USC CITIGROUP CENTER CITIGROUP CENTER LOS ANGELES,CA 90089	N/A	PUBLIC	UNSPECIFIED	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MUSEUM OF NORTHERN ARIZONA MUSEUM OF NORTHERN ARIZONA 3101 NORTH FORT VALLEY RO 3101 NORTH FORT VALLEY RO FLAGSTAFF,AZ 86001	N/A	PUBLIC	UNSPECIFIED	1,279
NATIONAL ABILITY CENTER NATIONAL ABILITY CENTER P O BOX 682799 P O BOX 682799 PARK CITY,UT 84068	N/A	PUBLIC	UNSPECIFIED	4,000
NATIONAL PUBLIC RADIO (NPR FOUNDATI NATIONAL PUBLIC RADIO (NPR FOUNDATION) DEPARTMENT 6054 DEPARTMENT 6054 WASHINGTON,DC 200426054	N/A	PUBLIC	OPERATING ACCOUNT	500
NATURAL RESOURCE DEFENSE COUNCIL NATURAL RESOURCE DEFENSE COUNCIL 40 WEST 20TH STREET 40 WEST 20TH STREET NEWYORK,NY 10011	N/A	PUBLIC	UNSPECIFIED	5,750
NICK VALENTINO SCHOLARSHIP (VASJ HI NICK VALENTINO SCHOLARSHIP (VASJ HIGH SCHOOL) 18491 LAKE SHORE BLVD 18491 LAKE SHORE BLVD CLEVELAND,OH 44119	N/A	PUBLIC	ENDOWMENT	1,000
THE ALS ASSOCIATION- ARKANSAS CHAPTE THE ALS ASSOCIATION- ARKANSAS CHAPTER P O BOX 503 P O BOX 503 ROGERS,AR 72757	N/A	PUBLIC	GENERAL FUND	500
NOTRE DAME HIGH SCHOOL NOTRE DAME HIGH SCHOOL 13645 RIVERSIDE DRIVE 13645 RIVERSIDE DRIVE SHERMAN OAKS,CA 91423	N/A	PUBLIC	BUILDING CAMPAIGN FUND	2,000
NOTRE DAME HIGH SCHOOL NOTRE DAME HIGH SCHOOL 13645 RIVERSIDE DRIVE 13645 RIVERSIDE DRIVE SHERMAN OAKS,CA 91423	N/A	PUBLIC	BUILDING CAMPAIGN FUND	1,000
OAK GROVE SCHOOL OAK GROVE SCHOOL 220 WEST LOMITA AVENUE 220 WEST LOMITA AVENUE OJAI,CA 93023	N/A	PUBLIC	UNSPECIFIED	3,000
OJAI FESTIVALS LIMITED OJAI FESTIVALS LIMITED P O BOX 185 P O BOX 185 OJAI,CA 93024	N/A	PUBLIC	UNSPECIFIED	3,500
PACOLET AREA CONSERVANCY PACOLET AREA CONSERVANCY 805 NORTH TRADE STREET 805 NORTH TRADE STREET TRYON,NC 28782	N/A	PUBLIC	UNSPECIFIED	3,784
PEOPLE FOR THE ETHICAL TREATMENT OF PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS 501 FRONT STREET 501 FRONT STREET NORFOLK,VA 23510	N/A	PUBLIC	UNSPECIFIED	3,833
PLANNED PARENTHOOD PLANNED PARENTHOOD 400 WEST 30TH STREET 400 WEST 30TH STREET LOS ANGELES,CA 90007	N/A	PUBLIC	OPERATING ACCOUNT	500
PLANNED PARENTHOOD MONTE VISTA (YUB PLANNED PARENTHOOD MONTE VISTA (YUBA CITY FACILITY 201 29TH STREET 201 29TH STREET SACRAMENTO,CA 95816	N/A	PUBLIC	IN MEMORY OF COBURN HASKELL	1,000
PLYMOUTH SCHOOL PLYMOUTH SCHOOL 315 SOUTH OXFORD 315 SOUTH OXFORD LOS ANGELES,CA 90020	N/A	PUBLIC	AS NEEDED	2,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
POLYTECHNIC SCHOOL POLYTECHNIC SCHOOL 1030 EAST CALIFORNIA BLVD 1030 EAST CALIFORNIA BLVD PASADENA,CA 91106	N/A	PUBLIC	ENDOWMENT FUND	1,000
POLYTECHNIC SCHOOL POLYTECHNIC SCHOOL 1030 EAST CALIFORNIA BLVD 1030 EAST CALIFORNIA BLVD PASADENA,CA 91106	N/A	PUBLIC	NEXT HUNDRED YEARS CAMPAIGN	1,000
SALT LAKE CITY YWCA SALT LAKE CITY YWCA 322 EAST BROADWAY 322 EAST BROADWAY SALT LAKE CITY,UT 84111	N/A	PUBLIC	UNSPECIFIED	2,300
SALT LAKE CITY YWCA SALT LAKE CITY YWCA 322 EAST BROADWAY 322 EAST BROADWAY SALT LAKE CITY,UT 84111	N/A	PUBLIC	UNSPECIFIED	900
SALVATION ARMY SALVATION ARMY P O BOX 869 P O BOX 869 MARYSVILLE,CA 95901	N/A	PUBLIC	YUBA/SUTTER COMMAND	2,300
SALVATION ARMY SALVATION ARMY P O BOX 869 P O BOX 869 MARYSVILLE,CA 95901	N/A	PUBLIC	YUBA/SUTTER COMMAND	900
SAN FRANCISCO STATE UNIVERSITY SAN FRANCISCO STATE UNIVERSITY 1600 HOLLOWAY AVENUE 1600 HOLLOWAY AVENUE SAN FRANCISCO,CA 94132	N/A	PUBLIC	CREATIVE SERVICES	1,500
SANTA CATALINA SCHOOL MONTEREY CA SANTA CATALINA SCHOOL MONTEREY CA 1500 MARK THOMAS DRIVE 1500 MARK THOMAS DRIVE MONTEREY,CA 93940	N/A	PUBLIC	ANNUAL FUND	1,000
SCRIPPS COLLEGE (ATTN MR MICHAEL SCRIPPS COLLEGE (ATTN MR MICHAEL ARCHIBALD) 1030 COLUMBIA AVENUE 1030 COLUMBIA AVENUE CLAREMONT,CA 91711	N/A	PUBLIC	FRENCH-HUMANITIES SYMPOSIA	4,000
SCRIPPS COLLEGE (ATTN MR MICHAEL SCRIPPS COLLEGE (ATTN MR MICHAEL ARCHIBALD) 1030 COLUMBIA AVENUE 1030 COLUMBIA AVENUE CLAREMONT,CA 91711	N/A	PUBLIC	SCRIPPS COLLECTORS' CIRCLE	1,000
SCRIPPS COLLEGE (ATTN MR MICHAEL SCRIPPS COLLEGE (ATTN MR MICHAEL ARCHIBALD) 1030 COLUMBIA AVENUE 1030 COLUMBIA AVENUE CLAREMONT,CA 91711	N/A	PUBLIC	IN HONOR OF FRITZ WEIS	1,000
SCRIPPS COLLEGE (ATTN MR MICHAEL SCRIPPS COLLEGE (ATTN MR MICHAEL ARCHIBALD) 1030 COLUMBIA AVENUE 1030 COLUMBIA AVENUE CLAREMONT,CA 91711	N/A	PUBLIC	CLARK HUMANITIES MUSEUM	500
SELF-REALIZATION FELLOWSHIP SELF-REALIZATION FELLOWSHIP 3880 SAN RAFAEL AVENUE 3880 SAN RAFAEL AVENUE LOS ANGELES,CA 90065	N/A	PUBLIC	UNSPECIFIED	2,500
ST JAMES EPISCOPAL SCHOOL ST JAMES EPISCOPAL SCHOOL 625 SOUTH ST ANDREWS PLAC 625 SOUTH ST ANDREWS PLAC LOS ANGELES,CA 90005	N/A	PUBLIC	UNSPECIFIED	2,500
ST LUKE'S HOSPITAL ST LUKE'S HOSPITAL 101 HOSPITAL DRIVE 101 HOSPITAL DRIVE COLUMBUS,NC 28722	N/A	PUBLIC	EMERGENCY ROOM	4,309

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Name and address (home or business)				
a <i>Paid during the year</i>				
ST PAUL THE APOSTLE SCHOOL ST PAUL THE APOSTLE SCHOOL 1536 SELBY AVENUE 1536 SELBY AVENUE LOS ANGELES,CA 90024	N/A	PUBLIC	BUILDING CAMPAIGN FUND	3,000
ST PAUL THE APOSTLE SCHOOL ST PAUL THE APOSTLE SCHOOL 1536 SELBY AVENUE 1536 SELBY AVENUE LOS ANGELES,CA 90024	N/A	PUBLIC	BUILDING CAMPAIGN FUND	2,000
ST PAUL THE APOSTLE SCHOOL ST PAUL THE APOSTLE SCHOOL 1536 SELBY AVENUE 1536 SELBY AVENUE LOS ANGELES,CA 90024	N/A	PUBLIC	GENERAL FUND	1,000
STANFORD UNIVERSITY STANFORD UNIVERSITY 326 GALVEZ STREET 326 GALVEZ STREET STANFORD,CA 94305	N/A	PUBLIC	CLASS OF '73	500
STEPS TO HOPE INC STEPS TO HOPE INC P O BOX 518 P O BOX 518 COLUMBUS,NC 28722	N/A	PUBLIC	CAPITAL CAMPAIGN	4,836
SURFRIDER FOUNDATION SURFRIDER FOUNDATION P O BOX 6010 P O BOX 6010 SAN CLEMENTE,CA 92674	N/A	PUBLIC	KNOW YOUR H2O CAMPAIGN	2,000
THE BILL FOUNDATION THE BILL FOUNDATION P O BOX 5202 P O BOX 5202 BEVERLY HILLS,CA 90209	N/A	PUBLIC	UNSPECIFIED	3,833
THE OJAI VALLEY YOUTH FOUNDATION THE OJAI VALLEY YOUTH FOUNDATION 201 CHURCH STREET 201 CHURCH STREET OJAI,CA 93023	N/A	PUBLIC	BIRTH RESOURCE AND FAMILY SUPPORT	4,000
UNCOMMON GOOD UNCOMMON GOOD 435 BERKELEY AVENUE 435 BERKELEY AVENUE CLAREMONT,CA 91711	N/A	PUBLIC	CLINIC TO COLLEGE PROGRAM	1,000
UNITED IN HARMONY UNITED IN HARMONY 207 NORTH CANON DRIVE 207 NORTH CANON DRIVE BEVERLY HILLS,CA 90210	N/A	PUBLIC	GENERAL FUND	500
UNIVERSITY HOSPITALS OF CLEVELAND UNIVERSITY HOSPITALS OF CLEVELAND 11100 EUCLID AVENUE 11100 EUCLID AVENUE CLEVELAND,OH 44106	N/A	PUBLIC	GENERAL FUND	3,500
UNIVERSITY OF ARIZONA UNIVERSITY OF ARIZONA 1111 NORTH CHERRY AVENUE 1111 NORTH CHERRY AVENUE TUCSON,AZ 85721	N/A	PUBLIC	H M HANNA MEMORIAL SCHOLARSHIP FUND	12,000
UNIVERSITY OF AZ CENTER FOR CREATI UNIVERSITY OF AZ CENTER FOR CREATIVE PHOTOGRAPHY 1030 NORTH OLIVE ROAD 1030 NORTH OLIVE ROAD TUCSON,AZ 85721	N/A	PUBLIC	UNSPECIFIED	2,555
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY OF SOUTHERN CALIFORNIA ADM 160 MC 4017 ADM 160 MC 4017 LOS ANGELES,CA 90089	N/A	PUBLIC	UNSPECIFIED	500
ADOPT FOR LIFE CENTER FOR ANIMALS (ADOPT FOR LIFE CENTER FOR ANIMALS (FORMERLY VERDE P O BOX 1429 P O BOX 1429 COTTONWOOD,AZ 86326	N/A	PUBLIC	UNSPECIFIED	4,472

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Name and address (home or business)				
a <i>Paid during the year</i>				
WESTRIDGE SCHOOL WESTRIDGE SCHOOL 324 MADELINE DIVE 324 MADELINE DIVE PASADENA,CA 91105	N/A	PUBLIC	UNSPECIFIED	2,000
WESTRIDGE SCHOOL WESTRIDGE SCHOOL 324 MADELINE DIVE 324 MADELINE DIVE PASADENA,CA 91105	N/A	PUBLIC	ANNUAL FUND	1,000
WESTSIDE CHILDREN'S CENTER (CULVER WESTSIDE CHILDREN'S CENTER (CULVER CITY) 12120 WAGNER STREET 12120 WAGNER STREET CULVER CITY,CA 90230	N/A	PUBLIC	UNSPECIFIED	2,000
YUBA COLLEGE FOUNDATION YUBA COLLEGE FOUNDATION 2088 NORTH BEALE STREET 2088 NORTH BEALE STREET MARYSVILLE,CA 95901	N/A	PUBLIC	NURSING PROGRAM	2,300
YUBA COLLEGE FOUNDATION YUBA COLLEGE FOUNDATION 2088 NORTH BEALE STREET 2088 NORTH BEALE STREET MARYSVILLE,CA 95901	N/A	PUBLIC	NURSING PROGRAM	1,000
YUBA COLLEGE FOUNDATION YUBA COLLEGE FOUNDATION 2088 NORTH BEALE STREET 2088 NORTH BEALE STREET MARYSVILLE,CA 95901	N/A	PUBLIC	NURSING PROGRAM	900
Total  3a				214,500

TY 2012 Accounting Fees Schedule

Name: HASKELL FUND

EIN: 34-6513797

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
M+N ADVISORY SERVICES LLC	23,240	17,430		5,810

TY 2012 Compensation Explanation**Name:** HASKELL FUND**EIN:** 34-6513797

Person Name	Explanation
JUSTYN HASKELL MANLEY	
COBURN T HASKELL	
ERIC T HASKELL	
SCHUYLER A HASKELL	
MARK HASKELL	
SARAH H GREENE	
SALLY H BELL	
KATHERINE H STARBUCK	
PAULETTE KITKO	
JAMES C SEKERAK	
OLIVIA H KAZANJIAN	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: HASKELL FUND

EIN: 34-6513797

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SECURITY LITIGATION PROCEEDS	2010-01	PURCHASE	2012-12		1,401				1,401	
PROSHARES ULTRASHORT EURO	2011-09	PURCHASE	2012-06			1,697			-1,697	

TY 2012 General Explanation Attachment

Name: HASKELL FUND

EIN: 34-6513797

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: HASKELL FUND

EIN: 34-6513797

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	324,003	343,705

**TY 2012 Investments Corporate
Stock Schedule****Name:** HASKELL FUND**EIN:** 34-6513797

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES	2,663,516	3,418,576

TY 2012 Investments Government Obligations Schedule

Name: HASKELL FUND

EIN: 34-6513797

US Government Securities - End of Year Book Value:	263,435
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US Government Securities - End of Year Fair Market Value:	273,660
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**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule**Name:** HASKELL FUND**EIN:** 34-6513797

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPDR GOLD TRUST	AT COST		
OTHER ASSETS	AT COST	94,080	119,933
REITS	AT COST	41,773	42,715

TY 2012 Other Decreases Schedule

Name: HASKELL FUND

EIN: 34-6513797

Description	Amount
RETURN OF CAPITAL	346

TY 2012 Other Expenses Schedule**Name:** HASKELL FUND**EIN:** 34-6513797

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OHIO FILING FEE	200			200
FIDUCIARY LIABILITY INSURANCE	645	484		161
ADMINISTRATIVE EXPENSE	9	7		2
BUSINESS TRAVEL	13,425	10,069		3,356
BROKER FEE	116	116		

TY 2012 Other Income Schedule**Name:** HASKELL FUND**EIN:** 34-6513797

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROSHARES ULTRASHORT EURO	438	438	
PARTNERSHIP DISTRIBUTIONS	414	414	

TY 2012 Other Increases Schedule

Name: HASKELL FUND

EIN: 34-6513797

Description	Amount
BASIS ADJUSTMENT	5,900

TY 2012 Other Professional Fees Schedule

Name: HASKELL FUND

EIN: 34-6513797

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FERGUSON WELLMAN CAPITAL MANAGEM	17,637	17,637		

TY 2012 Taxes Schedule

Name: HASKELL FUND

EIN: 34-6513797

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,066			1,066
VANGUARD GROUP				
CHARLES SCHWAB				
FOREIGN TAX WITHHELD	1,939	1,939		

TY 2012 GeneralDependencySmall**Name:** HASKELL FUND**EIN:** 34-6513797**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction
Reference:****Regulations Reference:****Description:** GENERAL FOOTNOTE**Attachment Information:** PART XVIII, PUBLIC INSPECTION - NEWSPAPER PUBLICATIONS NOT
REQUIRED UNDER REGULATIONS 6104(D)(4) EFFECTIVE MARCH 13,
2000