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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 , and ending

Name of foundation	A Employer identification number
Bicknell Fund	34-6513799
Number and street (or P O box number if mail is not delivered to street address): 1111 Superior Avenue — Room/suite: 700	B Telephone number (see instructions): 216-363-6482
City or town, state, and ZIP code: Cleveland OH 44114	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) ▶ $ 6,709,740

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 ▶ ☐

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))

	Line	Description	(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	4	4	4	
	4	Dividends and interest from securities	161,066	161,066	161,066	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	270,425			
	b	Gross sales price for all assets on line 6a 1,291,540				
	7	Capital gain net income (from Part IV, line 2)		270,425		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 1	23,865	23,865	23,865	
	12	**Total.** Add lines 1 through 11	455,360	455,360	184,935	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	32,972			8,243
	c	Other professional fees (attach schedule) Stmt 3	46,924			6,647
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 4	11,601			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,827			
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 5	1,789	966		823
	24	**Total operating and administrative expenses.** Add lines 13 through 23	95,113	966	0	15,713
	25	Contributions, gifts, grants paid See Statement 6	339,683			339,683
	26	**Total expenses and disbursements.** Add lines 24 and 25	434,796	966	0	355,396
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	20,564			
	b	**Net investment income** (if negative, enter -0-)		454,394		
	c	**Adjusted net income** (if negative, enter -0-)			184,935	

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DAA

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	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	129,969	225,799	221,009
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less· allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 7	4,294,382	4,009,554	4,448,256
	c	Investments – corporate bonds (attach schedule) See Stmt 8	761,825	850,841	936,719
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 9	982,470	1,074,388	1,103,756
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	6,168,646	6,160,582	6,709,740
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.			
	27	Capital stock, trust principal, or current funds	6,229,579	6,714,534	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-60,933	-553,952	
	30	**Total net assets or fund balances** (see instructions)	6,168,646	6,160,582	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,168,646	6,160,582	

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	6,168,646
2	Enter amount from Part I, line 27a	2	20,564
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,189,210
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	28,628
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,160,582

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	Deutsche Bank Trust Acct 651339	P	Various	Various
b	Deutsche Bank Trust Acct 651339	P	Various	Various
c	Deutsche Bank Trust Acct 651339	P	Various	Various
d	Deutsche Bank Tr. A/C 651339			
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	146,518		146,996	-478
b	102,829		102,379	450
c	862,154		771,740	90,414
d	180,039			180,039
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				-478
b				450
c				90,414
d				180,039
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	270,425
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	351,457	6,821,483	0.051522
2010	363,338	6,450,919	0.056323
2009	330,898	5,744,213	0.057605
2008	460,112	7,124,502	0.064582
2007	374,333	8,546,926	0.043797

2	**Total** of line 1, column (d)	2	0.273829
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	0.054766
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,515,400
5	Multiply line 4 by line 3	5	356,822
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,544
7	Add lines 5 and 6	7	361,366
8	Enter qualifying distributions from Part XII, line 4	8	355,396

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	9,088
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	9,088
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	9,088
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,484		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,484
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	5
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,609
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 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? N/A	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 ▶ http://foundationcenter.org/grantmaker/bicknellf

14 The books are in care of ▶ Amy C. Crawford Telephone no. ▶ 216-363-6482
1111 Superior Ave Suite 700
Located at ▶ 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 |

			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		X
	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)?	N/A	1b		
	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?	N/A	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)	N/A	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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	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)?	N/A	**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?	N/A ☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
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?	N/A	**7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11				

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	6,449,646
b	Average of monthly cash balances	1b	17,601
c	Fair market value of all other assets (see instructions)	1c	147,372
d	**Total** (add lines 1a, b, and c)	1d	6,614,619
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,614,619
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	99,219
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,515,400
6	**Minimum investment return.** Enter 5% of line 5	6	325,770

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	325,770
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 9,088		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9,088
3	Distributable amount before adjustments Subtract line 2c from line 1	3	316,682
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	316,682
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	316,682

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	355,396
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	355,396
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	355,396

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					316,682
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	5,767				
b From 2008	105,039				
c From 2009	46,211				
d From 2010	43,276				
e From 2011	17,867				
f **Total** of lines 3a through e		218,160			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 355,396					
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					316,682
e Remaining amount distributed out of corpus		38,714			
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		256,874			
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)		5,767			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		251,107			
10 Analysis of line 9.					
a Excess from 2008	105,039				
b Excess from 2009	46,211				
c Excess from 2010	43,276				
d Excess from 2011	17,867				
e Excess from 2012	38,714				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

Bicknell Fund 216-363-6482
Amy Crawford, MNAS LLC Cleveland OH 44114

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

See Attached

c Any submission deadlines

See Attached

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

See Attached

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 See Statement 12				339,683
Total			▶ 3a	339,683
b Approved for future payment N/A				
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	4	
4 Dividends and interest from securities			14	161,066	
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					23,865
8 Gain or (loss) from sales of assets other than inventory			18	270,425	
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)		0		431,495	23,865

13 **Total.** Add line 12, columns (b), (d), and (e) 13 455,360

(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)
N/A	

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			

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

b If "Yes," complete the following schedule

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

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

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

Signature of officer or trustee [signature] | Date 4/25/2013 | Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Amy C. Crawford	Amy Crawford	04/25/13	
Firm's name ▶ M+N Advisory Services, LLC		PTIN	P01365940
Firm's address ▶ 1111 Superior Ave Ste 700 Cleveland, OH 44114		Firm's EIN ▶	27-4398564
		Phone no	216-696-0320

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Deutsche Bank Acct 651340	$ 23,865	$ 23,865	$ 23,865
Total	$ 23,865	$ 23,865	$ 23,865

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Advisory Services, Inc.	$ 32,972	$	$	$ 8,243
Total	$ 32,972	$ 0	$ 0	$ 8,243

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Research Expense	$ 4,968	$	$	$ 4,968
Investment Management Fees	36,713			1,469
Deutsche Bank Fees	5,243			210
Total	$ 46,924	$ 0	$ 0	$ 6,647

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2011 Income Tax Pmt Due Pd in 20	$ 5,988	$	$	$
2012 Estimated Pmts Made in 2012	5,613			
Total	$ 11,601	$ 0	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
State Filing Fees	200			200
Dues-Ohio Grantmaker	525			525
Fiduciary Liability Insurance	1,061	966		95
Miscellaneous	3			3
Total	$ 1,789	$ 966	$ 0	$ 823

Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
20,000					6/18/12
2,500					10/11/12
10,000					10/11/12
40,000					10/11/12
3,000					6/18/12
2,500					6/18/12
7,500					6/18/12
7,500					10/11/12
5,000					10/11/12
6,500					10/11/12
3,000					6/18/12
2,000					10/11/12
2,000					6/18/12
3,500					6/18/12
4,500					6/18/12
20,000					5/07/12
5,000					6/18/12
2,000					6/18/12
3,500					10/11/12
5,000					6/18/12
183					2/07/12
5,000					10/11/12
6,500					10/11/12
5,000					10/11/12
5,500					6/18/12
50,000					10/11/12
7,500					6/18/12
10,000					6/18/12
5,000					10/11/12
35,000					6/18/23
5,000					6/18/12
6,000					10/11/12
2,500					6/18/12
5,000					10/11/12
3,000					10/11/12
2,000					6/18/12
5,000					6/18/12
2,000					6/18/12
2,500					6/18/12
5,000					6/18/12
2,000					6/18/12
2,500					6/18/12
10,000					10/12/12
2,500					10/12/12

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Hirtle Callaghan Equity Portfolios	$ 4,294,382	$ 4,009,554	Cost	$ 4,448,256
Total	$ 4,294,382	$ 4,009,554		$ 4,448,256

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Hirtle Callaghan Fixed Income Portfolios	$ 761,825	$ 850,841	Cost	$ 936,719
Total	$ 761,825	$ 850,841		$ 936,719

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Hirtle Callaghan Hedge Funds	$ 982,470	$ 1,074,388	Cost	$ 1,103,756
Total	$ 982,470	$ 1,074,388		$ 1,103,756

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Unrealized Appreciation	$ 28,628
Total	$ 28,628

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Samantha K. Crowley 1111 Superior Ave Cleveland OH 44114	Pres/Trustee	5.00	0	0	0
Warren Bicknell III 1111 Superior Ave Cleveland OH 44114	V-Pres/TTee	1.00	0	0	0
Kate B. Luzius 1111 Superior Ave Cleveland OH 44114	Trustee	1.00	0	0	0
Wendy H. Bicknell 1111 Superior Ave Cleveland OH 44114	Trustee	1.00	0	0	0
Alexander S. Taylor II 1111 Superior Ave Cleveland OH 44114	Trustee	1.00	0	0	0
Henry L. Meyer III 1111 Superior Ave Cleveland OH 44114	Trustee	1.00	0	0	0
W. Gates Kirkham 1111 Superior Ave Cleveland OH 44114	Trustee	1.00	0	0	0
Henry E. Siebert 1111 Superior Ave Cleveland OH 44114	Trustee	1.00	0	0	0
Amy C. Crawford 1111 Superior Ave Cleveland OH 44114	Secy./Treas.	5.00	0	0	0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
See Attached

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
See Attached

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
See Attached

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
American Red Cross Cleveland OH 44114	Greater Cleveland Chapter		Local Disaster Relief	20,000
Boy Scouts of America Cleveland OH 44114	Greater Cleveland		Operating Support	2,500
City Mission Cleveland OH 44114	City Mission		Unrestricted	10,000
Cleveland Food Bank Cleveland OH 44114	Greater Cleveland		Operating Support	40,000
Cleveland Hearing & Speec Cleveland OH 44114	Greater Cleveland		Operating Support	3,000
Cleveland Institute of Ar Cleveland OH 44114	Greater Cleveland		Scholarship, Keller Siebert Scholars	2,500
Cleveland Museum of Natur Cleveland OH 44114	Greater Cleveland		Exhibit Support, Sapphire Night Fund	7,500
Cleveland Orchestra Cleveland OH 44114	Greater Cleveland		Annual Fund	7,500
Cleveland Rape and Crisis Center Cleveland OH 44114	Greater Cleveland		Operating Support	5,000
Cleveland Sight Center Cleveland OH 44114	Greater Cleveland		Operating Support	6,500
College Now Greater Cleveland Cleveland OH 44114	Greater Cleveland		Scholarships	3,000
Cuyahoga Valley Scenic Ra Penninsula OH 44264	Greater Cleveland		Student Explorer Program	2,000
Family Promise of Greater Cleveland Cleveland OH 44110	Greater Cleveland		Operations	2,000
Fieldstone Farm Therapeut Chagrin Falls OH 44022	Greater Cleveland		Program Support	3,500
Free Medical Clinic of Gr Cleveland OH 44114	Greater Cleveland		Operating Support	4,500
Miss Hall's School Pittsfield MA 01202	Pittsfield		Annual Fund, Endowment Fund	20,000
Hattie Larlham Twinsburg OH 44114	Twinsburg		Unrestricted	5,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Hopewell Mesopotamia OH 44114	Mesopotamia		Program Support	2,000
Lake View Cemetary Cleveland OH 44114	Greater Cleveland		Operating Support	3,500
Northern H Branch of Richmond Heights OH 44114	Richmond Heights		Sponsor Speaker at Symposium	5,000
Ohio Grantmaker's Forum Columbus OH 44114	Columbus		Operating Support	183
Planned Parenthood of Greater OH Akron OH 44114	Greater Cleveland		Unrestricted	5,000
Playhouse Square Foundati Cleveland OH 44114	Greater Cleveland		Operating Support	6,500
Preterm Cleveland OH 44114	Greater Cleveland		Operating Support	5,000
Salvation Army Cleveland OH 44114	Greater Cleveland		Camperships	5,500
Salvation Army Cleveland OH 44114	Greater Cleveland		Operating Support	50,000
South Kent South Kent CT 06785	South Kent		Annual Fund	7,500
Suicide Prevention Educat Cleveland OH 44114	Greater Cleveland		Program Support	10,000
U.S. Sportsmen's Alliance Columbus OH 44114	Columbus		Program Support	5,000
United Way of Greater Cle Cleveland OH 44114	Greater Cleveland		Operating Support	35,000
University School Hunting Valley OH 44114	Greater Cleveland		Annual Fund	5,000
Vocational Guidance Servi Cleveland OH 44114	Greater Cleveland		Operating Support	6,000
Youth Opportunities Unlim Hudson OH 44114	Greater Cleveland		Annual Support	2,500
Villa Angela St Joseph High School Cleveland OH 44119	Greater Cleveland		Nick Valentino Memorial Scholarship	5,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship / Status	Purpose	Amount
Achievement Centers for Children Warrensville Heights OH 4	Greater Cleveland	Operating Support	3,000
Family Promise of Greater Cleveland Cleveland OH 44114	Greater Cleveland	Operating Support	2,000
Plantation Wildlife Arts Festival Thomasville GA 31799	Thomasville	Support of Arts Festival	5,000
Lawrence School Cleveland OH 44114	Greater Cleveland	Program Support	2,000
Brookwood School Thomasville GA 31799	Thomasville	Endowment Support	2,500
Brookwood School Thomasville GA 31799	Thomasville	Operating Support	5,000
City Year Cleveland Cleveland OH 44114	Greater Cleveland	Program Support	2,000
Denison University Granville OH 43023	Newark Granville Road	Scholarship Program	2,500
The Holden Arboretum Willoughby OH 44094	9500 Sperry Road	Program Support	10,000
Citizens for our children's future Cleveland OH 44115	1240 Huron Rd #400	Program Support	2,500
Total			339,683

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**651339**
Recipient's Tax ID Number:	**34-6513799**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number:	
State:	**OH**
Questions?	**(212)250-0949**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BICKNELL FUND
C/O AMY C. CRAWFORD
1111 SUPERIOR AVENUE STE. 700
CLEVELAND, OH 44114

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
1037 9330	12/27/2012	Various	10,908 68	10,867 16	0 00	41.52	0.00	0.00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
85.8870	03/27/2012	03/15/2012	1,333 83	1,311 50	0 00	22.33	0.00	0.00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
255 5700	06/18/2012	06/15/2012	3,815.66	3,759.43	0.00	56.23	0.00	0 00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
255.1920	09/28/2012	09/14/2012	4,055.00	4,080.51	0.00	-25 51	0.00	0 00
40415H792	HC CAPITAL TRUST INSTL VALUE EQUITY FD		40415H792					
656.9050	06/01/2012	03/15/2012	7,777.76	8,526.63	0.00	-748 87	0 00	0 00
40415H792	HC CAPITAL TRUST INSTL VALUE EQUITY FD		40415H792					
528.1610	06/18/2012	06/15/2012	6,528.07	6,464.70	0.00	63.37	0.00	0.00
40415H792	HC CAPITAL TRUST INSTL VALUE EQUITY FD		40415H792					
402.6850	09/28/2012	09/14/2012	5,291.28	5,371 82	0.00	-80.54	0 00	0 00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
191 7300	06/01/2012	Various	2,034.25	2,005.60	0 00	28.65	0.00	0 00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
52.9130	03/27/2012	Various	543.95	550 19	0.00	-6 24	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number: 651339
Recipient's Tax ID Number: 34-6513799
Payer's Federal ID Number: 13-4941247
Payer's State ID Number:
State: OH
Questions? (212)250-0949

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BICKNELL FUND
C/O AMY C. CRAWFORD
1111 SUPERIOR AVENUE STE. 700
CLEVELAND, OH 44114

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
46 5330	06/01/2012	Various	491.85	482 91	0.00	8 94	0 00	0.00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
129.6880	03/27/2012	Various	1,325 42	1,323 58	0.00	1.84	0 00	0.00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
110 4990	06/01/2012	Various	1,131.51	1,129.55	0 00	1 96	0.00	0 00
922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD		922031737					
196.4020	06/01/2012	Various	5,713.33	5,498.55	0.00	214 78	0.00	0 00
Total Short Term Sales Reported on 1099-B			**146,517.75**	**148,030.16**	**1,034.16**	**-478.25**	**0 00**	**0.00**

Report on Form 8949, Part I, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**651339**
Recipient's Tax ID Number:	**34-6513799**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number:	
State:	**OH**
Questions?	**(212)250-0949**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
BICKNELL FUND
C/O AMY C. CRAWFORD
1111 SUPERIOR AVENUE STE. 700
CLEVELAND, OH 44114

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
126 3020	06/01/2012	Various	1,340 06	1,301.03	0 00	39 03	0 00	0 00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
291 4500	03/27/2012	Various	2,996 11	3,032.94	0 00	-36 83	0 00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
96.8450	03/27/2012	Various	989.76	987 82	0 00	1 94	0 00	0.00
922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD		922031737					
100.7920	06/01/2012	Various	2,932.04	2,787.92	0.00	144.12	0.00	0.00
Total Short Term Sales Reported on 1099-B	**Report on Form 8949, Part I, with Box B checked**		**102,828.75**	**102,379.06**	**0.00**	**449.69**	**0.00**	**0.00**
Long Term 15% Sales Reported on 1099-B								
40415H826	HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO		40415H826					
669.7420	03/27/2012	03/01/2010	9,637 59	7,373 86	0.00	2,263.73	0.00	0.00
40415H826	HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO		40415H826					
2098.4180	09/07/2012	03/01/2010	29,881 47	23,103.58	0.00	6,777.89	0.00	0.00
40415H826	HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO		40415H826					
341.8870	09/28/2012	03/01/2010	4,820.61	3,764 18	0 00	1,056 43	0.00	0 00
40415H628	HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO		40415H628					
758 3420	06/18/2012	04/27/2011	7,500.00	10,389.29	0.00	-2,889.29	0.00	0.00

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2012 Tax Information Statement

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DEUTSCHE BANK TRUST CO AMERICAS
60 WALL STREET MS NYC60-3203
NEW YORK, NY 10005

Account Number:	**651339**
Recipient's Tax ID Number:	**34-6513799**
Payer's Federal ID Number:	**13-4941247**
Payer's State ID Number:	
State:	**OH**
Questions?	**(212)250-0949**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
BICKNELL FUND
C/O AMY C. CRAWFORD
1111 SUPERIOR AVENUE STE. 700
CLEVELAND, OH 44114

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40415H628	HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO		40415H628					
1828 1540	09/28/2012	04/27/2011	20,000.00	25,045 71	0 00	-5,045.71	0.00	0 00
40415H107	HC CAPITAL TRUST EMERGING MKTS PORTFOLIO		40415H107					
316.5890	09/28/2012	Various	5,970 87	6,912 58	0 00	-941.71	0 00	0.00
40415H107	HC CAPITAL TRUST EMERGING MKTS PORTFOLIO		40415H107					
268.2400	12/27/2012	11/14/2011	5,252 14	5,115.34	0.00	136.80	0 00	0 00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
1743 7330	03/27/2012	11/20/2009	17,925.58	16,800 87	0 00	1,124 71	0.00	0 00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
6600.6600	06/18/2012	11/20/2009	60,000.00	63,597 36	0.00	-3,597 36	0.00	0 00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
3389 8310	09/07/2012	11/20/2009	34,000.00	32,661 02	0 00	1,338 98	0.00	0 00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
13888.8890	09/28/2012	11/20/2009	140,000.00	133,819 45	0.00	6,180.55	0 00	0.00
40415H842	HC CAPITAL TRUST INST INTL EQUITY PORT		40415H842					
3719.4410	12/27/2012	11/20/2009	39,091 32	35,836 81	0.00	3,254.51	0 00	0.00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
2544 4110	03/27/2012	02/25/2010	39,514 70	29,235 28	0 00	10,279 42	0 00	0 00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
2808.9890	06/01/2012	02/25/2010	40,000.00	32,275.28	0.00	7,724 72	0 00	0.00

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40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
3093 3920	06/18/2012	02/25/2010	46,184.34	35,543 07	0 00	10,641 27	0 00	0 00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
4148.3340	09/07/2012	02/25/2010	66,000.00	47,664.36	0.00	18,335.64	0 00	0 00
40415H867	HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO		40415H867					
3772.4980	09/28/2012	02/25/2010	59,945 00	43,346 00	0 00	16,599 00	0 00	0.00
40415H792	HC CAPITAL TRUST INSTL VALUE EQUITY FD		40415H792					
1959.5030	06/18/2012	02/24/2010	24,219 46	21,515.34	0 00	2,704 12	0.00	0 00
40415H792	HC CAPITAL TRUST INSTL VALUE EQUITY FD		40415H792					
3554.6970	09/28/2012	02/24/2010	46,708 72	39,030.57	0 00	7,678.15	0.00	0 00
40415H735	HC CAPITAL TRUST REAL ESTATE SECURITIES		40415H735					
468.6040	03/27/2012	07/23/2009	5,000.00	4,775 07	0.00	224 93	0.00	0 00
40415H735	HC CAPITAL TRUST REAL ESTATE SECURITIES		40415H735					
6763 2850	06/01/2012	Various	70,000.00	67,892 74	0.00	2,107 26	0 00	0.00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
624.4750	06/01/2012	12/06/2010	6,625.68	6,244 75	0.00	380.93	0 00	0 00
40415H578	HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO		40415H578					
1888.5740	06/18/2012	12/06/2010	20,000.00	18,885 74	0.00	1,114.26	0 00	0 00
40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
1601.1620	03/27/2012	12/06/2010	16,459 95	16,011.62	0 00	448.33	0.00	0 00

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40415H594	HC CAPITAL TRUST US GOVT FIXED INC SEC		40415H594					
1372.5780	06/01/2012	12/06/2010	14,508 15	13,725.78	0.00	782 37	0.00	0.00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
1730.4140	03/27/2012	12/06/2010	17,684.83	17,304.14	0 00	380.69	0.00	0 00
40415H552	HC CAPITAL TRUST US MORT/AB FIXED INC		40415H552					
866.0640	06/01/2012	12/06/2010	8,868 49	8,660 64	0.00	207 85	0.00	0.00
922031737	VANGUARD FIXED INCOME SECS FD INFLATION PROTECTED SECS FD		922031737					
218.4470	06/01/2012	05/20/2009	6,354 62	5,209 96	0.00	1,144 66	0 00	0.00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked			**862,153 52**	**771,740.39**	**0.00**	**90,413.13**	**0.00**	**0.00**

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