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**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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation FirstEnergy Foundation		A Employer identification number 34-6514181
Number and street (or P O box number if mail is not delivered to street address) 76 South Main Street	Room/suite	B Telephone number (see instructions) 330-384-5752
City or town, state, and ZIP code Akron OH 44308		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: ☒ 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) \$ 44,353,633	J Accounting method: ☒ 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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	213	213	213	
4 Dividends and interest from securities	1,018,735	1,018,735	1,018,735	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,767,668			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		7,767,668		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	8,786,616	8,786,616	1,018,948	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	81			81
b Accounting fees (attach schedule)	135,279			135,279
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	229,264			229,264
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	5,110			5,110
22 Printing and publications	8,456			8,456
23 Other expenses (attach schedule)	200			200
24 Total operating and administrative expenses. Add lines 13 through 23	378,390	0	0	378,390
25 Contributions, gifts, grants paid	4,005,927			4,005,927
26 Total expenses and disbursements. Add lines 24 and 25	4,384,317	0	0	4,384,317
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,402,299			
b Net investment income (if negative, enter -0-)		8,786,616		
c Adjusted net income (if negative, enter -0-)			1,018,948	

914-10

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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		107,518	455,233	455,233
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)		39,427,566	43,482,150	43,898,400
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		39,535,084	43,937,383	44,353,633	
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		39,535,084	43,937,383	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		39,535,084	43,937,383	
31	Total liabilities and net assets/fund balances (see instructions)		39,535,084	43,937,383		

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	39,535,084
2	Enter amount from Part I, line 27a	2	4,402,299
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	43,937,383
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	43,937,383

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	7,767,668	
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		

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	2,994,591	45,141,357	0.0663
2010	2,910,185	43,698,967	0.0666
2009	2,555,783	39,785,817	0.0642
2008	4,656,560	49,233,812	0.0946
2007	5,121,421	58,973,900	0.0868
2 Total of line 1, column (d)		2	0.3785
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	.0757
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	41,047,120
5 Multiply line 4 by line 3		5	3,107,267
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	87,866
7 Add lines 5 and 6		7	3,195,133
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	4,384,317

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	87,866
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	87,866
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	87,866
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	220,398
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	220,398
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	132,532
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11	132,532

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DELORES J. LOWERY Telephone no. ► 330-384-5752 Located at ► 76 S. MAIN STREET AKRON, OHIO ZIP+4 ► 44308			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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	X
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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PNC BANK--CHARITABLE & RETIREMENT SERVICES 1 CASCADE PLAZA AKRON, OH 44308	FUND MANAGEMENT SERVICES	135,279
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	41,459,415
b	Average of monthly cash balances	1b	212,788
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	41,672,203
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	41,672,203
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	625,083
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,047,120
6	Minimum investment return. Enter 5% of line 5	6	2,052,356

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	2,052,356
2a	Tax on investment income for 2012 from Part VI, line 5	2a	87,866
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	87,866
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,964,490
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,964,490
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	1,964,490

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	4,384,317
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	4,384,317
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	87,866
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,296,451

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				1,964,490
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	2,286,918			
b From 2008	2,215,257			
c From 2009	597,797			
d From 2010	770,798			
e From 2011	768,214			
f Total of lines 3a through e	6,638,984			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>4,296,451</u>				
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				1,964,490
e Remaining amount distributed out of corpus	2,331,961			
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	8,970,945			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,286,918			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,684,027			
10 Analysis of line 9:				
a Excess from 2008	2,215,257			
b Excess from 2009	597,797			
c Excess from 2010	770,798			
d Excess from 2011	768,214			
e Excess from 2012	2,331,961			

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 **N/A**

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

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

NONE

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

NONE

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

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

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

DELORES J. LOWERY (330) 384-5752 FIRSTENERGY FOUNDATION 76 S. MAIN ST. AKRON, OH 44308

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

ONE OR TWO PAGE LETTER STATING THE AMOUNT REQUESTED, ORGANIZATION, AND NEED FOR THE GRANT, ETC.

- c** Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES, APPLICATIONS ARE REVIEWED AS THEY ARE RECEIVED.

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

AWARDS ARE MADE TO ORG. LOCATED IN THE CONTINENTAL U.S. AND INCLUDE HEALTH/WELFARE, EDUCATION, ART 7 CIVIC

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 ATTACHED SCHEDULE ALL GRANTS ARE PUBLIC CHARITIES	NONE	PUBLIC CHARITIES	VARIOUS	4,005,927
Total			3a	4,005,927
b Approved for future payment				
NONE				
Total			3b	0

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

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.		

[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) 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	5/13/13 Date	PRESIDENT Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	

FIRSTENERGY FOUNDATION
Form 990PF, Part VIII, Line 1
Foundation Officers - 2012
34-6514181

a. Name & Title	a. Address	b. Average hours per week devoted to position
Leila L. Vespoli, Chair	76 S. Main Street Akron, OH 44308	0.25
Delores J. Lowery, President	76 S. Main Street Akron, OH 44308	10.00
Rhonda Ferguson, Secretary	76 S. Main Street Akron, OH 44308	0.25
James F. Pearson, Treasurer	76 S. Main Street Akron, OH 44308	0.25
Steven R. Staub, Assistant Treasurer	76 S. Main Street Akron, OH 44308	0.25
Edward J. Udovich, Assistant Secretary	76 S. Main Street Akron, OH 44308	0.25
Daniel M. Dunlap, Assistant Secretary	76 S. Main Street Akron, OH 44308	0.25
Charles E. Jones, Trustee	76 S. Main Street Akron, OH 44308	0.25
Mark T. Clark, Trustee	76 S. Main Street Akron, OH 44308	0.25

NOTE: The Foundation maintains no employee benefit plans. The above named Foundation Officers receive no compensation and have no expense accounts or other allowances.

FIRSTENERGY FOUNDATION
34-6514181
Form 990-PF, Part 1, Column (a)
2012

Line 16a - Legal Fees

MISC LEGAL FEES	-	
TOTAL LEGAL FEES LINE 16a		-

Line 16c - Other Professional Fees

BANK/FUND MANAGEMENT FEES	135,279	
TOTAL OTHER PROFESSIONAL FEES LINE 16c		135,279

Line 18 - Taxes

ESTIMATED TAX PAYMENTS - 2011	229,264	
	-	
TOTAL EXCISE TAX PAYMENTS LINE 18		229,264

Line 21 - Travel, Conferences and Meetings

TRAINING AND CONFERENCES	-	
MEMBERSHIP FEES	5,110	
TOTAL TRAVEL, CONFERENCES AND MEETINGS LINE 21		5,110

Line 22 Printing/Publications

PUBLICATIONS	1,648	
PRINTING	6,808	
TOTAL PRINTING/PUBLICATIONS LINE 22		8,456

Line 23 - Other Expenses

TREASURER OF STATE OF OHIO - ANNUAL REGISTRATION FEE	200	
OTHER MISC EXPENSES	81	
TOTAL OTHER EXPENSES LINE 23		281

Line 24 TOTAL EXPENSES		378,390
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FIRSTENERGY FOUNDATION

34-6514181

Form 990PF, Part II, Line 10b

2012

Description	December 31, 2011	December 31, 2012	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
CORPORATE STOCK			
Franklin Small-Mid Capital Growth 0 Shares	2,175,552	-	-
DFA Invt Dimensions US SmCap Fund 0 Shares	2,327,786	-	-
Europacific Growth Fund 0 Shares	4,640,493	-	-
Washington Mutual Investors 0 Shares	5,437,325	-	-
PIMCO Total Return Fund 225,152 206 Shares	20,560,404	2,464,753	2,530,711
Massachusetts Investor Growth 0 Shares	4,286,007	-	-
DFA Large Cap International Portfolio 213,044.569 Shares	-	3,830,314	4,098,978
Doubleline Total Return Bond Fund 544,606.811 Shares	-	6,176,117	6,170,395
Ishares Barclays AGG Bond Fund ETF 74,129.000 Shares	-	8,253,597	8,234,249
SPDR S&P 500 ETF Trust 64,428 000 Shares	-	9,143,313	9,175,191
Thornburg International Value Fund 143,455.074 Shares	-	3,811,859	4,029,653
Alger Spectra Fund Class I 216,239.245 Shares	-	3,022,589	2,986,264
Ishares DOW Jones US Real Estate Inde 20,846.000 Shares	-	1,355,932	1,348,111
Credit Suisse Comm Ret St 214,880.952 Shares	-	1,805,000	1,725,494
Driehaus Active Income Fund 640 86,838.536 Shares	-	905,824	926,567
Absolute Strategies Fund Class I 200,963.854 Shares	-	2,262,853	2,226,680
Absolute Opportunities Fund Class I 38,927.336 Shares	-	450,000	446,107
Total Corporate Stock	39,427,567	43,482,150	43,898,400

FirstEnergy Foundation

34-6514181

2012 Form 990-PF

PART IV Capital Gains and Losses

a	Property Sold	Shares	b	Acquired	c	Date Acquired	d	Date Sold
1a	DFA Invt Dimensions Us SmCapFnd	4,059	P			09/26/07		01/20/12
b	DFA Invt Dimensions Us SmCapFnd	2,031	P			10/29/07		01/20/12
c	DFA Invt Dimensions Us SmCapFnd	1,303	P			10/29/07		03/27/12
d	DFA Invt Dimensions Us SmCapFnd	9,895	P			11/28/07		03/27/12
e	DFA Invt Dimensions Us SmCapFnd	4,377	P			11/28/07		08/23/12
f	DFA Invt Dimensions Us SmCapFnd	22,126	P			12/24/07		08/23/12
g	DFA Invt Dimensions Us SmCapFnd	16,777	P			01/23/08		08/23/12
h	DFA Invt Dimensions Us SmCapFnd	1,026	P			03/13/08		08/23/12
i	DFA Invt Dimensions Us SmCapFnd	338	P			06/13/08		08/23/12
j	DFA Invt Dimensions Us SmCapFnd	729	P			09/12/08		08/23/12
k	DFA Invt Dimensions Us SmCapFnd	1,529	P			12/15/08		08/23/12
l	DFA Invt Dimensions Us SmCapFnd	12,371	P			04/27/09		08/23/12
m	DFA Invt Dimensions Us SmCapFnd	8,051	P			05/06/09		08/23/12
n	DFA Invt Dimensions Us SmCapFnd	7,369	P			05/11/09		08/23/12
o	DFA Invt Dimensions Us SmCapFnd	7,585	P			05/18/09		08/23/12
p	DFA Invt Dimensions Us SmCapFnd	7,035	P			05/28/09		08/23/12
q	DFA Invt Dimensions Us SmCapFnd	6,411	P			06/04/09		08/23/12
r	DFA Invt Dimensions Us SmCapFnd	258	P			06/12/09		08/23/12
s	DFA Invt Dimensions Us SmCapFnd	127	P			09/14/09		08/23/12
t	DFA Invt Dimensions Us SmCapFnd	325	P			12/14/09		08/23/12
u	DFA Invt Dimensions Us SmCapFnd	44	P			03/12/10		08/23/12
v	DFA Invt Dimensions Us SmCapFnd	140	P			09/14/10		08/23/12
w	DFA Invt Dimensions Us SmCapFnd	397	P			12/15/10		08/23/12
x	DFA Invt Dimensions Us SmCapFnd	113	P			06/13/11		08/23/12
y	DFA Invt Dimensions Us SmCapFnd	202	P			09/13/11		08/23/12
z	DFA Invt Dimensions Us SmCapFnd	1,676	P			12/19/11		08/23/12
aa	DFA Invt Dimensions Us SmCapFnd	381	P			12/19/11		08/23/12
ab	DFA Invt Dimensions Us SmCapFnd	285	P			06/15/12		08/23/12
ac	DFA Large Cap International Portfolio 28	4,369	P			08/23/12		11/06/12
ad	DFA Large Cap International Portfolio 28	11,768	P			08/23/12		12/19/12
ae	Doubleline Total Return Bond Fund	3,515	P			08/22/12		11/06/12
af	Europacific Growth Fund	1,409	P			01/30/02		05/31/12
ag	Europacific Growth Fund	6,948	P			01/30/02		06/25/12
ah	Europacific Growth Fund	3,601	P			12/23/02		06/25/12
ai	Europacific Growth Fund	3,427	P			12/19/03		06/25/12
aj	Europacific Growth Fund	3,588	P			12/22/04		06/25/12
ak	Europacific Growth Fund	242	P			12/22/04		08/22/12
al	Europacific Growth Fund	1,002	P			05/27/05		08/22/12
am	Europacific Growth Fund	3,593	P			12/29/05		08/22/12
an	Europacific Growth Fund	6,617	P			12/29/05		08/22/12
ao	Europacific Growth Fund	13,405	P			12/27/06		08/22/12
ap	Europacific Growth Fund	14,249	P			12/13/07		08/22/12
aq	Europacific Growth Fund	1,250	P			01/23/08		08/22/12
ar	Europacific Growth Fund	722	P			06/27/08		08/22/12
as	Europacific Growth Fund	11,070	P			12/24/08		08/22/12
at	Europacific Growth Fund	14,194	P			04/27/09		08/22/12
au	Europacific Growth Fund	9,224	P			05/06/09		08/22/12
av	Europacific Growth Fund	8,532	P			05/11/09		08/22/12
aw	Europacific Growth Fund	8,607	P			05/18/09		08/22/12
ax	Europacific Growth Fund	7,894	P			05/28/09		08/22/12
ay	Europacific Growth Fund	7,376	P			06/04/09		08/22/12
az	Europacific Growth Fund	2,154	P			12/28/09		08/22/12
ba	Europacific Growth Fund	1,797	P			12/29/10		08/22/12
bb	Europacific Growth Fund	2,197	P			12/29/11		08/22/12
bc	Franklin Small-Mid Cap Growth	4,179	P			12/01/07		01/20/12
bd	Franklin Small-Mid Cap Growth	7,610	P			12/18/07		03/27/12
be	Franklin Small-Mid Cap Growth	8,223	P			12/18/07		08/22/12
bf	Franklin Small-Mid Cap Growth	13,714	P			01/23/08		08/22/12
bg	Franklin Small-Mid Cap Growth	374	P			12/17/08		08/22/12
bh	Franklin Small-Mid Cap Growth	10,456	P			04/27/09		08/22/12
bi	Franklin Small-Mid Cap Growth	6,780	P			05/06/09		08/22/12
bj	Franklin Small-Mid Cap Growth	6,359	P			05/11/09		08/22/12
bk	Franklin Small-Mid Cap Growth	6,353	P			05/18/09		08/22/12
bl	Franklin Small-Mid Cap Growth	5,863	P			05/28/09		08/22/12
bm	Franklin Small-Mid Cap Growth	5,416	P			06/04/09		08/22/12
bn	Franklin Small-Mid Cap Growth	3,753	P			12/19/11		08/22/12
bo	IShares Barclays AGG Bond Fund ETF	7,128	P			08/24/12		11/19/12
bp	Massachusetts Invs Growth St CL 1	7,152	P			06/26/02		02/23/12
bq	Massachusetts Invs Growth St CL 1	10,230	P			07/30/02		02/23/12
br	Massachusetts Invs Growth St CL 1	40,843	P			07/30/02		08/22/12

FirstEnergy Foundation

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PART IV Capital Gains and Losses

bs	Massachusetts Invs Growth St CL 1	19,786	P	10/22/04	08/22/12
bt	Massachusetts Invs Growth St CL 1	6,782	P	12/20/04	08/22/12
bu	Massachusetts Invs Growth St CL 1	2,309	P	06/29/05	08/22/12
bv	Massachusetts Invs Growth St CL 1	6,793	P	09/29/05	08/22/12
bw	Massachusetts Invs Growth St CL 1	2,351	P	01/27/06	08/22/12
bx	Massachusetts Invs Growth St CL 1	1,470	P	03/29/06	08/22/12
by	Massachusetts Invs Growth St CL 1	10,255	P	05/30/06	08/22/12
bz	Massachusetts Invs Growth St CL 1	10,713	P	07/24/06	08/22/12
ca	Massachusetts Invs Growth St CL 1	845	P	01/24/07	08/22/12
cb	Massachusetts Invs Growth St CL 1	4,419	P	02/26/07	08/22/12
cc	Massachusetts Invs Growth St CL 1	358	P	11/28/07	08/22/12
cd	Massachusetts Invs Growth St CL 1	4,599	P	12/21/07	08/22/12
ce	Massachusetts Invs Growth St CL 1	20,629	P	01/23/08	08/22/12
cf	Massachusetts Invs Growth St CL 1	7,351	P	12/19/08	08/22/12
cg	Massachusetts Invs Growth St CL 1	54,833	P	04/27/09	08/22/12
ch	Massachusetts Invs Growth St CL 1	35,283	P	05/06/09	08/22/12
ci	Massachusetts Invs Growth St CL 1	33,449	P	05/11/09	08/22/12
cj	Massachusetts Invs Growth St CL 1	33,417	P	05/18/09	08/22/12
ck	Massachusetts Invs Growth St CL 1	30,815	P	05/28/09	08/22/12
cl	Massachusetts Invs Growth St CL 1	28,332	P	06/04/09	08/22/12
cm	Massachusetts Invs Growth St CL 1	3,411	P	12/18/09	08/22/12
cn	Massachusetts Invs Growth St CL 1	3,376	P	12/20/10	08/22/12
co	Massachusetts Invs Growth St CL 1	3,277	P	12/19/11	08/22/12
cp	Pimco Total Return Fund #35	1,043	P	04/04/05	07/03/12
cq	Pimco Total Return Fund #35	3,366	P	05/02/05	07/03/12
cr	Pimco Total Return Fund #35	1,399	P	05/02/05	07/24/12
cs	Pimco Total Return Fund #35	4,869	P	06/01/05	07/24/12
ct	Pimco Total Return Fund #35	5,109	P	07/01/05	07/24/12
cu	Pimco Total Return Fund #35	5,200	P	08/01/05	07/24/12
cv	Pimco Total Return Fund #35	5,132	P	09/01/05	07/24/12
cw	Pimco Total Return Fund #35	5,637	P	10/03/05	07/24/12
cx	Pimco Total Return Fund #35	5,309	P	11/01/05	07/24/12
cy	Pimco Total Return Fund #35	5,959	P	12/01/05	07/24/12
cz	Pimco Total Return Fund #35	2,833	P	12/15/05	07/24/12
da	Pimco Total Return Fund #35	9,990	P	12/15/05	08/22/12
db	Pimco Total Return Fund #35	6,650	P	01/03/06	08/22/12
dc	Pimco Total Return Fund #35	5,628	P	02/01/06	08/22/12
dd	Pimco Total Return Fund #35	5,571	P	03/01/06	08/22/12
de	Pimco Total Return Fund #35	6,945	P	04/03/06	08/22/12
df	Pimco Total Return Fund #35	5,875	P	05/02/06	08/22/12
dg	Pimco Total Return Fund #35	6,516	P	06/01/06	08/22/12
dh	Pimco Total Return Fund #35	7,141	P	07/03/06	08/22/12
di	Pimco Total Return Fund #35	6,229	P	08/15/06	08/22/12
dj	Pimco Total Return Fund #35	6,615	P	09/01/06	08/22/12
dk	Pimco Total Return Fund #35	6,632	P	10/03/06	08/22/12
dl	Pimco Total Return Fund #35	225	P	10/23/06	08/22/12
dm	Pimco Total Return Fund #35	6,616	P	11/01/06	08/22/12
dn	Pimco Total Return Fund #35	6,738	P	12/05/06	08/22/12
do	Pimco Total Return Fund #35	6,033	P	12/14/06	08/22/12
dp	Pimco Total Return Fund #35	19,157	P	12/19/06	08/22/12
dq	Pimco Total Return Fund #35	7,281	P	01/04/07	08/22/12
dr	Pimco Total Return Fund #35	6,394	P	02/02/07	08/22/12
ds	Pimco Total Return Fund #35	6,617	P	03/03/07	08/22/12
dt	Pimco Total Return Fund #35	7,430	P	04/03/07	08/22/12
du	Pimco Total Return Fund #35	6,828	P	05/02/07	08/22/12
dv	Pimco Total Return Fund #35	7,785	P	06/01/07	08/22/12
dw	Pimco Total Return Fund #35	7,502	P	07/02/07	08/22/12
dx	Pimco Total Return Fund #35	7,143	P	08/01/07	08/22/12
dy	Pimco Total Return Fund #35	8,518	P	09/04/07	08/22/12
dz	Pimco Total Return Fund #35	6,718	P	10/01/07	08/22/12
ea	Pimco Total Return Fund #35	7,827	P	11/15/07	08/22/12
eb	Pimco Total Return Fund #35	7,968	P	12/13/07	08/22/12
ec	Pimco Total Return Fund #35	10,401	P	12/13/07	08/22/12
ed	Pimco Total Return Fund #35	6,663	P	01/10/08	08/22/12
ee	Pimco Total Return Fund #35	6,274	P	02/25/08	08/22/12
ef	Pimco Total Return Fund #35	6,278	P	03/03/08	08/22/12
eg	Pimco Total Return Fund #35	5,429	P	04/01/08	08/22/12
eh	Pimco Total Return Fund #35	73,254	P	04/28/08	08/22/12
ei	Pimco Total Return Fund #35	5,985	P	05/01/08	08/22/12
ej	Pimco Total Return Fund #35	6,567	P	06/02/08	08/22/12
ek	Pimco Total Return Fund #35	6,452	P	07/01/08	08/22/12

FirstEnergy Foundation

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2012 Form 990-PF

PART IV Capital Gains and Losses

el	Pimco Total Return Fund #35	6,388	P	08/01/08	08/22/12
em	Pimco Total Return Fund #35	6,442	P	09/02/08	08/22/12
en	Pimco Total Return Fund #35	5,875	P	10/01/08	08/22/12
eo	Pimco Total Return Fund #35	6,760	P	11/03/08	08/22/12
ep	Pimco Total Return Fund #35	5,902	P	12/01/08	08/22/12
eq	Pimco Total Return Fund #35	274,888	P	12/02/08	08/22/12
er	Pimco Total Return Fund #35	84,804	P	12/11/08	08/22/12
es	Pimco Total Return Fund #35	39,841	P	12/24/08	08/22/12
et	Pimco Total Return Fund #35	8,618	P	01/15/09	08/22/12
eu	Pimco Total Return Fund #35	9,433	P	02/02/09	08/22/12
ev	Pimco Total Return Fund #35	804,670	P	02/20/09	08/22/12
ew	Pimco Total Return Fund #35	11,599	P	03/02/09	08/22/12
ex	Pimco Total Return Fund #35	13,953	P	04/01/09	08/22/12
ey	Pimco Total Return Fund #35	13,723	P	05/01/09	08/22/12
ez	Pimco Total Return Fund #35	11,309	P	06/01/09	08/22/12
fa	Pimco Total Return Fund #35	9,743	P	07/01/09	08/22/12
fb	Pimco Total Return Fund #35	9,946	P	08/03/09	08/22/12
fc	Pimco Total Return Fund #35	9,576	P	09/01/09	08/22/12
fd	Pimco Total Return Fund #35	8,903	P	10/01/09	08/22/12
fe	Pimco Total Return Fund #35	8,065	P	11/02/09	08/22/12
ff	Pimco Total Return Fund #35	6,451	P	12/01/09	08/22/12
fg	Pimco Total Return Fund #35	19,505	P	12/10/09	08/22/12
fh	Pimco Total Return Fund #35	6,205	P	01/11/10	08/22/12
fi	Pimco Total Return Fund #35	4,689	P	02/01/10	08/22/12
fj	Pimco Total Return Fund #35	4,620	P	03/03/10	08/22/12
fk	Pimco Total Return Fund #35	4,841	P	04/02/10	08/22/12
fl	Pimco Total Return Fund #35	4,943	P	05/04/10	08/22/12
fm	Pimco Total Return Fund #35	4,517	P	06/02/10	08/22/12
fn	Pimco Total Return Fund #35	4,984	P	07/02/10	08/22/12
fo	Pimco Total Return Fund #35	4,246	P	08/03/10	08/22/12
fp	Pimco Total Return Fund #35	1,033	P	08/03/10	11/01/12
fq	Pimco Total Return Fund #35	4,823	P	09/02/10	11/01/12
fr	Pimco Total Return Fund #35	4,901	P	10/04/10	11/01/12
fs	Pimco Total Return Fund #35	5,291	P	11/02/10	11/01/12
ft	Pimco Total Return Fund #35	1,208	P	12/02/10	11/01/12
fu	Pimco Total Return Fund #35	4,335	P	12/02/10	12/19/12
fv	Pimco Total Return Fund #35	6,266	P	12/09/10	12/19/12
fw	SPDR S&P 500 ETF Trust	696	P	08/24/12	12/21/12
fx	Thornburg International Value Fund Class 1	2,967	P	08/22/12	11/06/12
fy	Thornburg International Value Fund Class 1	7,130	P	08/22/12	12/19/12
fz	Washington Mutual Investors	3,229	P	12/20/05	02/23/12
ga	Washington Mutual Investors	120	P	01/27/06	02/23/12
gb	Washington Mutual Investors	2,866	P	01/27/06	08/22/12
gc	Washington Mutual Investors	1,616	P	03/21/06	08/22/12
gd	Washington Mutual Investors	1,597	P	06/19/06	08/22/12
ge	Washington Mutual Investors	1,448	P	09/18/06	08/22/12
gf	Washington Mutual Investors	8,248	P	12/26/06	08/22/12
gg	Washington Mutual Investors	1,292	P	01/24/07	08/22/12
gh	Washington Mutual Investors	1,407	P	03/26/07	08/22/12
gi	Washington Mutual Investors	1,361	P	06/25/07	08/22/12
gj	Washington Mutual Investors	1,339	P	09/24/07	08/22/12
gk	Washington Mutual Investors	4,470	P	10/29/07	08/22/12
gl	Washington Mutual Investors	10,457	P	11/28/07	08/22/12
gm	Washington Mutual Investors	17,626	P	12/24/07	08/22/12
gn	Washington Mutual Investors	12,892	P	01/23/08	08/22/12
go	Washington Mutual Investors	1,813	P	03/24/08	08/22/12
gp	Washington Mutual Investors	1,826	P	06/23/08	08/22/12
gq	Washington Mutual Investors	4,278	P	06/27/08	08/22/12
gr	Washington Mutual Investors	1,906	P	09/22/08	08/22/12
gs	Washington Mutual Investors	9,180	P	12/22/08	08/22/12
gt	Washington Mutual Investors	1,449	P	03/23/09	08/22/12
gu	Washington Mutual Investors	26,537	P	04/27/09	08/22/12
gv	Washington Mutual Investors	17,012	P	05/06/09	08/22/12
gw	Washington Mutual Investors	16,001	P	05/11/09	08/22/12
gx	Washington Mutual Investors	16,105	P	05/18/09	08/22/12
gy	Washington Mutual Investors	14,880	P	05/28/09	08/22/12
gz	Washington Mutual Investors	13,656	P	06/04/09	08/22/12
ha	Washington Mutual Investors	2,101	P	08/22/09	08/22/12
hb	Washington Mutual Investors	1,911	P	09/28/09	08/22/12
hc	Washington Mutual Investors	1,803	P	12/21/09	08/22/12
hd	Washington Mutual Investors	1,501	P	03/22/10	08/22/12

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he	Washington Mutual Investors	1,572	P		06/22/10	08/22/12
hf	Washington Mutual Investors	1,442	P		09/28/10	08/22/12
hg	Washington Mutual Investors	1,330	P		12/21/10	08/22/12
hh	Washington Mutual Investors	620	P		12/23/10	08/22/12
hi	Washington Mutual Investors	1,314	P		03/22/11	08/22/12
hj	Washington Mutual Investors	1,302	P		06/21/11	08/22/12
hk	Washington Mutual Investors	1,329	P		09/27/11	08/22/12
hl	Washington Mutual Investors	1,311	P		12/20/11	08/22/12
hm	Washington Mutual Investors	477	P		12/20/11	08/22/12
hn	Washington Mutual Investors	1,145	P		03/27/12	08/22/12
ho	Washington Mutual Investors	1,177	P		06/20/12	08/22/12
hp	Pimco Distributions Reinvested	na	na		na	na
hq	Alger Spectra Fund Distributions Reinvested	na	na		na	na
hr	iShares Barclays AGG Bond Fund ETF	na	na		na	na

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e Gross Sales Price	f Depreciation	g Cost or Other Basis	h Gain or Loss
1a	99,965	116,077	(16,113)
b	50,035	58,466	(8,431)
c	34,907	37,500	(2,593)
d	265,093	255,000	10,093
e	113,980	112,798	1,182
f	576,171	521,077	55,095
g	436,878	353,831	83,047
h	26,717	21,629	5,088
i	8,804	7,803	1,001
j	18,976	16,069	2,908
k	39,823	21,502	18,321
l	322,149	177,157	144,992
m	209,653	122,217	87,436
n	191,886	114,955	76,931
o	197,514	108,466	89,048
p	183,185	103,692	79,493
q	166,951	100,209	66,742
r	6,716	4,088	2,628
s	3,301	2,341	960
t	8,463	6,094	2,369
u	1,134	940	194
v	3,641	2,821	819
w	10,327	9,886	440
x	2,938	2,858	80
y	5,267	4,462	805
z	43,652	37,366	6,286
aa	9,909	8,482	1,427
ab	7,419	6,858	561
ac	80,000	78,514	1,486
ad	225,000	211,467	13,533
ae	40,000	39,859	141
af	50,000	36,542	13,458
ag	250,416	180,169	70,247
ah	129,777	82,209	47,568
ai	123,501	100,576	22,925
aj	129,307	123,279	6,028
ak	9,397	8,322	1,075
al	38,861	35,516	3,345
am	139,421	146,895	(7,474)
an	256,736	270,500	(13,763)
ao	520,100	615,943	(95,843)
ap	552,861	744,510	(191,649)
aq	48,509	56,685	(8,176)
ar	28,025	32,994	(4,969)
as	429,517	299,002	130,516
at	550,741	401,558	149,183
au	357,878	273,020	84,858
av	331,027	260,812	70,215
aw	333,944	254,159	79,785
ax	306,300	246,935	59,365
ay	286,183	237,281	48,902
az	83,586	82,767	819
ba	69,709	73,589	(3,881)
bb	85,227	77,231	7,996
bc	150,000	146,949	3,051
bd	300,000	267,580	32,420
be	299,331	289,134	10,197
bf	499,198	412,387	86,811
bg	13,625	7,138	6,487
bh	380,585	228,874	151,711
bi	246,802	155,607	91,195
bj	231,454	146,185	85,269
bk	231,242	138,618	92,624
bl	213,396	131,848	81,548
bm	197,155	127,988	69,167
bn	136,604	123,244	13,360
bo	798,461	793,639	4,822
bp	123,435	75,520	47,915
bq	176,565	100,149	76,416
br	729,861	399,851	330,010

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bs	353,567		226,346		127,221
bt	121,198		83,896		37,302
bu	41,267		28,520		12,747
bv	121,397		85,392		36,005
bw	42,008		31,547		10,461
bx	26,272		19,789		6,484
by	183,251		134,029		49,222
bz	191,439		132,411		59,028
ca	15,091		11,992		3,099
cb	78,967		63,412		15,555
cc	6,392		5,512		880
cd	82,177		71,324		10,853
ce	368,642		289,220		79,422
cf	131,354		70,491		60,862
cg	979,872		567,525		412,347
ch	630,509		380,352		250,157
ci	597,737		365,265		232,472
cj	597,165		350,546		246,619
ck	550,670		329,416		221,254
cl	506,287		315,615		190,672
cm	60,954		45,605		15,349
cn	60,327		51,954		8,372
co	58,551		50,327		8,224
cp	11,825		11,022		803
cq	38,175		36,020		2,154
cr	16,034		14,971		1,063
cs	55,794		52,532		3,262
ct	58,552		55,231		3,321
cu	59,592		55,588		4,004
cv	58,815		55,428		3,387
cw	64,603		60,036		4,566
cx	60,845		55,855		4,991
cy	68,294		62,692		5,602
cz	32,470		29,665		2,805
da	113,687		104,596		9,091
db	75,674		69,822		5,852
dc	64,045		58,980		5,065
dd	63,398		58,384		5,014
de	79,038		71,745		7,293
df	66,857		60,512		6,345
dg	74,155		66,661		7,494
dh	81,262		72,693		8,569
di	70,891		64,164		6,728
dj	75,274		68,858		6,416
dk	75,470		69,303		6,168
dl	2,559		2,350		209
dm	75,294		69,273		6,021
dn	76,678		71,085		5,592
do	68,650		63,100		5,550
dp	218,007		199,999		18,008
dq	82,862		75,580		7,281
dr	72,762		65,986		6,777
ds	75,301		69,147		6,154
dt	84,549		77,490		7,058
du	77,698		71,075		6,623
dv	88,594		79,563		9,031
dw	85,376		76,224		9,153
dx	81,290		73,146		8,143
dy	96,936		87,992		8,944
dz	76,450		70,471		5,979
ea	89,075		82,657		6,418
eb	90,676		85,736		4,940
ec	118,369		110,464		7,905
ed	75,821		71,223		4,597
ee	71,399		69,015		2,384
ef	71,444		68,870		2,574
eg	61,780		59,228		2,552
eh	833,629		792,607		41,022
ei	68,108		65,295		2,813
ej	74,727		70,722		4,006
ek	73,423		68,584		4,839

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el	72,696		67,713		4,983
em	73,312		68,674		4,638
en	66,855		60,393		6,462
eo	76,934		68,551		8,383
ep	67,169		60,794		6,375
eq	3,128,228		2,834,098		294,130
er	965,071		839,561		125,510
es	453,386		400,000		53,386
et	98,076		87,390		10,687
eu	107,348		95,745		11,603
ev	9,157,143		8,159,352		997,791
ew	132,002		116,111		15,891
ex	158,782		141,341		17,441
ey	156,169		140,251		15,918
ez	128,700		117,956		10,744
fa	110,871		101,810		9,061
fb	113,189		105,729		7,460
fc	108,974		103,229		5,746
fd	101,313		97,217		4,095
fe	91,776		88,228		3,548
ff	73,416		71,223		2,193
fg	221,967		212,410		9,557
fh	70,614		67,015		3,599
fi	53,366		51,397		1,970
fj	52,577		50,775		1,802
fk	55,089		53,443		1,646
fl	56,252		55,016		1,236
fm	51,400		50,135		1,265
fn	56,715		56,117		598
fo	48,314		48,399		(85)
fp	11,977		11,781		196
fq	55,895		55,654		241
fr	56,805		56,854		(49)
fs	61,323		61,852		(529)
ft	13,999		13,879		121
fu	49,071		49,808		(737)
fv	70,929		67,671		3,258
fw	100,201		98,773		1,428
fx	80,000		78,843		1,157
fy	200,000		189,447		10,553
fz	96,408		100,766		(4,359)
ga	3,592		3,793		(201)
gb	89,145		90,378		(1,233)
gc	50,247		52,331		(2,084)
gd	49,655		50,501		(846)
ge	45,032		48,145		(3,113)
gf	256,524		285,888		(29,364)
gg	40,178		45,307		(5,129)
gh	43,750		49,785		(6,035)
gi	42,333		50,501		(8,167)
gj	41,652		50,746		(9,094)
gk	139,019		168,343		(29,324)
gl	325,215		363,174		(37,959)
gm	548,170		599,286		(51,116)
gn	400,934		392,554		8,380
go	56,394		56,376		18
gp	56,798		54,789		2,009
gq	133,046		124,404		8,642
gr	59,281		55,888		3,393
gs	285,513		192,515		92,998
gt	45,067		25,620		19,447
gu	825,299		524,901		300,398
gv	529,078		348,919		180,159
gw	497,646		336,031		161,615
gx	500,852		323,863		176,989
gy	462,754		301,757		160,997
gz	424,696		287,865		136,831
ha	65,356		43,395		21,960
hb	59,434		43,763		15,671
hc	56,069		44,098		11,971
hd	46,685		38,068		8,616

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PART IV Capital Gains and Losses

he	48,889		38,294		10,595
hf	44,850		36,615		8,234
hg	41,352		35,914		5,438
hh	19,297		16,760		2,538
hi	40,864		36,397		4,467
hj	40,494		36,600		3,893
hk	41,332		33,903		7,429
hl	40,773		36,001		4,772
hm	14,827		13,091		1,735
hn	35,595		34,531		1,064
ho	36,603		34,719		1,883
hp	61,242		NA		61,242
hq	67,436		NA		67,436
hr	32,924		NA		32,924

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PART IV Capital Gains and Losses

i FMV 12/31/12	j Adjusted Basis as of 12/31/12	k Excess of i over j	l Losses (col h) Gains (col h over col k)
1a			(16,113)
b			(8,431)
c			(2,593)
d			10,093
e			1,182
f			55,095
g			83,047
h			5,088
i			1,001
j			2,908
k			18,321
l			144,992
m			87,436
n			76,931
o			89,048
p			79,493
q			66,742
r			2,628
s			960
t			2,369
u			194
v			819
w			440
x			80
y			805
z			6,286
aa			1,427
ab			561
ac			1,486
ad			13,533
ae			141
af			13,458
ag			70,247
ah			47,568
ai			22,925
aj			6,028
ak			1,075
al			3,345
am			(7,474)
an			(13,763)
ao			(95,843)
ap			(191,649)
aq			(8,176)
ar			(4,969)
as			130,516
at			149,183
au			84,858
av			70,215
aw			79,785
ax			59,365
ay			48,902
az			819
ba			(3,881)
bb			7,996
bc			3,051
bd			32,420
be			10,197
bf			86,811
bg			6,487
bh			151,711
bi			91,195
bj			85,269
bk			92,624
bl			81,548
bm			69,167
bn			13,360
bo			4,822
bp			47,915
bq			76,416

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PART IV Capital Gains and Losses

br				330,010
bs				127,221
bt				37,302
bu				12,747
bv				36,005
bw				10,461
bx				6,484
by				49,222
bz				59,028
ca				3,099
cb				15,555
cc				880
cd				10,853
ce				79,422
cf				60,862
cg				412,347
ch				250,157
ci				232,472
cj				246,619
ck				221,254
cl				190,672
cm				15,349
cn				8,372
co				8,224
cp				803
cq				2,154
cr				1,063
cs				3,262
ct				3,321
cu				4,004
cv				3,387
cw				4,566
cx				4,991
cy				5,602
cz				2,805
da				9,091
db				5,852
dc				5,065
dd				5,014
de				7,293
df				6,345
dg				7,494
dh				8,569
di				6,728
dj				6,416
dk				6,168
dl				209
dm				6,021
dn				5,592
do				5,550
dp				18,008
dq				7,281
dr				6,777
ds				6,154
dt				7,058
du				6,623
dv				9,031
dw				9,153
dx				8,143
dy				8,944
dz				5,979
ea				6,418
eb				4,940
ec				7,905
ed				4,597
ee				2,384
ef				2,574
eg				2,552
eh				41,022
ei				2,813
ej				4,006

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PART IV Capital Gains and Losses

ek				4,839
el				4,983
em				4,638
en				6,462
eo				8,383
ep				6,375
eq				294,130
er				125,510
es				53,386
et				10,687
eu				11,603
ev				997,791
ew				15,891
ex				17,441
ey				15,918
ez				10,744
fa				9,061
fb				7,460
fc				5,746
fd				4,095
fe				3,548
ff				2,193
fg				9,557
fh				3,599
fi				1,970
fj				1,802
fk				1,646
fl				1,236
fm				1,265
fn				598
fo				(85)
fp				196
fq				241
fr				(49)
fs				(529)
ft				121
fu				(737)
fv				3,258
fw				1,428
fx				1,157
fy				10,553
fz				(4,359)
ga				(201)
gb				(1,233)
gc				(2,084)
gd				(846)
ge				(3,113)
gf				(29,364)
gg				(5,129)
gh				(6,035)
gi				(8,167)
gj				(9,094)
gk				(29,324)
gl				(37,959)
gm				(51,116)
gn				8,380
go				18
gp				2,009
gq				8,642
gr				3,393
gs				92,998
gt				19,447
gu				300,398
gv				180,159
gw				161,615
gx				176,989
gy				160,997
gz				136,831
ha				21,960
hb				15,671
hc				11,971

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PART IV Capital Gains and Losses

hd				8,616
he				10,595
hf				8,234
hg				5,438
hh				2,538
hi				4,467
hj				3,893
hk				7,429
hl				4,772
hm				1,735
hn				1,064
ho				1,883
hp				61,242
hq				67,436
hr				32,925

line 2 7,767,668

FirstEnergy Foundation Contributions
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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Art & Culture		
	Akron Civic Theatre	\$ 600
	Akron Symphony Orchestra	\$ 1,000
	Akron Zoological Park	\$ 500
	Ananda Center	\$ 50
	Arts Commission - Greater Toledo	\$ 5,000
	Ashtabula Arts Center	\$ 425
	Berks Classical Children's Chorus	\$ 100
	Berks Community Television	\$ 120
	Carnegie Institute	\$ 466
	Cascade Locks Park Association	\$ 2,500
	Cleveland Botanical Garden	\$ 500
	Cleveland Museum of Art	\$ 225
	Cleveland Museum of Natural History	\$ 175
	Cleveland Zoological Society	\$ 969
	Conservancy for CVNP	\$ 400
	Cultural Alliance of York County	\$ 1,000
	Cuyahoga Valley Preservation & Scenic Railway Association	\$ 500
	Cuyahoga Valley Youth Ballet	\$ 500
	Fort Ligonier Association	\$ 1,000
	Franklin County Library System	\$ 50
	Friends of Metro Parks	\$ 100
	Goode Works Center for the Arts	\$ 2,500
	Good Company A Vocal Ensemble	\$ 100
	Great Lakes Museum of Science, Environment & Technology	\$ 88
	Greater Akron Musical Association	\$ 1,000
	Greater Easton Development Partnership	\$ 1,000
	Green Arts Council	\$ 500
	Greensburg Civic Theatre	\$ 306
	Halo Foundation, The	\$ 1,250
	Historic Brookville, Inc.	\$ 1,000
	Historic Harmony Inc.	\$ 100
	ideastream	\$ 1,280
	ideastream - WVIZ & WCPN	\$ 2,500
	Marion Palace Theatre	\$ 60
	Maryland Symphony Orchestra, Inc	\$ 10,000
	Massillon Heritage Foundation, Inc.	\$ 150
	Massillon Museum	\$ 100
	Mon River Arts	\$ 250
	Northeastern Educational Television of Ohio, Inc	\$ 300
	Northern Ohio Railway Museum	\$ 251
	Ohio Genealogical Society	\$ 50
	Playhouse Square Foundation	\$ 1,550
	Public Broadcasting Foundation of NW Ohio	\$ 300
	Randolph County Community Arts Council	\$ 1,000
	Randolph County Community Arts Council	\$ 2,000
	Randolph County Community Arts Council	\$ 650
	South Street Theater Company	\$ 1,500
	Spring Hill Historic Home	\$ 100
	Stan Hywet Hall and Gardens	\$ 500
	Stan Hywet Hall and Gardens, Inc.	\$ 5,000
	Summit Choral Society	\$ 500
	Summit County Historical Society	\$ 650
	Sweet Adelines International	\$ 250
	Toledo Botanical Garden	\$ 500
	Toledo Museum of Art	\$ 130
	Toledo Opera	\$ 500
	Toledo Science Center	\$ 500
	Toledo Zoo	\$ 5,000
	Toledo Zoo	\$ 814
	Toledo, Lake Erie & Western Railway & Museum	\$ 500
	WAPS-FM 91.3 The Summit	\$ 120
	War on Terror Foundation	\$ 250
	Western Reserve Historical Society	\$ 70
	Westmoreland Museum of American Art	\$ 25,000
	Youngstown Symphony Society	\$ 150
	Art & Culture Total	\$ 86,499.00

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Civic	Adopt An Acre, Inc.	\$ 250
	Akron Community Foundation	\$ 150
	Akron Marathon Corp	\$ 10,000
	Aliquippa Impact	\$ 250
	Allegheny Land Trust	\$ 50
	Alvernia University	\$ 1,000
	American Heart Association - Beaver/Butler	\$ 600
	Annapolis Area Ministries Inc. A Light House	\$ 50
	Ashland County Community Foundation	\$ 5,000
	Bath Township Community Development Corp	\$ 500
	Bellevue Development Corporation	\$ 1,000
	Belmar First Aid Squad Incorporated	\$ 1,000
	Berks Arts Council	\$ 4,000
	Berks Community Television	\$ 500
	Berks Economic Partnership	\$ 4,000
	Black Swamp Conservancy - Lake Erie Islands Chapter	\$ 100
	Blended Spirits Ranch	\$ 225
	Boy Scouts of America - Central New Jersey	\$ 5,000
	Boy Scouts of America - French Creek	\$ 1,500
	Boy Scouts of America - Great Trail	\$ 2,500
	Boy Scouts of America - Greater Cleveland	\$ 2,500
	Boy Scouts of America - Hawk Mountain	\$ 5,000
	Boy Scouts of America - Heart of Ohio	\$ 2,500
	Boy Scouts of America - Jersey Shore	\$ 1,000
	Boy Scouts of America - Monmouth	\$ 150
	Boys & Girls Club - Monmouth County	\$ 1,000
	Boys & Girls Club - Western Reserve	\$ 2,500
	CASA Board Volunteer Association, Inc	\$ 250
	Center City Association	\$ 2,000
	Child Guidance & Family Solutions	\$ 25,000
	Clarion County Economic Development Corporation	\$ 1,000
	Cleveland Leadership Center	\$ 5,000
	Coastal America Foundation	\$ 5,000
	Community Improvement Corporation - Ashland	\$ 1,500
	Community Improvement Corporation - Lucas County	\$ -
	Community Resource Center	\$ 100
	Council of State Governments	\$ 15,000
	Council of State Governments	\$ 10,000
	Cultures, Arts, Festivals and Events of Erie	\$ 4,000
	Diversity Center of Northeast Ohio Inc	\$ 125
	Drumthwacket Foundation, Inc	\$ 5,000
	Elves & More of Northeast Ohio	\$ 55
	Erie Regional Chamber & Growth Partnership	\$ 10,000
	Fairmont General Hospital Foundation	\$ 5,000
	Feeding the Spirit	\$ 250
	First Night Youngstown	\$ 250
	Friends of the Monmouth County Park System, Inc.	\$ 150
	Girl Scouts of America - Jersey Shore	\$ 2,000
	Greater Cumberland Committee, Inc.	\$ 2,400
	Greater Easton Development Partnership	\$ 1,500
	Greater Pittsburgh Community Food Bank	\$ 200
	Growth Partnership for Ashtabula County	\$ 5,000
	Habitat for Humanity - Summit County	\$ 5,000
	Habitat for Humanity - Summit County	\$ 850
	Hershey Food Bank and Community Outreach	\$ 500
	Higher Ground Community Development Corp	\$ 1,000
	Home Ground	\$ 500
	Hurricane Sandy New Jersey Relief Fund	\$ 500,000
	Invent Now, Inc.	\$ 1,500
	Johnstown Industrial Development Corporation	\$ 7,500
	Keep Akron Beautiful	\$ 2,500
	Lakewood Community Services Center	\$ 100
	Lakewood Charitable Assistance Corporation	\$ 200
	Leadership Akron	\$ 6,000
	Leadership Akron	\$ 500
	LEADERSHIP Ashtabula County	\$ 2,000
	Leadership Mahoning Valley	\$ 250
	League of Women Voters - Akron Area	\$ 300

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Civic (cont.)	Lebanon Valley Chamber Foundation	\$ 250
	Lebanon Valley Economic Development Corporation Foundation	\$ 300
	Lebanon Valley Economic Development Corporation Foundation	\$ 2,500
	Lifesteps Inc.	\$ 200
	Madison County Future, Inc. CIC	\$ 5,000
	Main Street Revitalization Committee, Inc	\$ 1,000
	Main Street York, Inc.	\$ 1,500
	Mansfield/Richland Area Educational Foundation, Inc.	\$ 2,000
	Marion Community Area New Development Organization, Inc.	\$ 5,000
	Matthew's Lending Library	\$ 200
	Mobile Meals, Inc	\$ 250
	Morristown Neighborhood House	\$ 1,000
	Morristown Partnership	\$ 5,000
	NAACP - Beaver County	\$ 500
	Nathanael Greene Historical Foundation	\$ 500
	Nockamixon Township	\$ 5,000
	NorTech	\$ 5,000
	Ohio & Erie Canalway Coalition	\$ 5,000
	Opportunity House	\$ 1,500
	Ottawa County CASA Program	\$ 845
	Our Town Foundation	\$ 1,000
	Passaic River Coalition	\$ 2,500
	Passaic River Coalition	\$ 250
	Penn Soil Resource Conservation & Development Council	\$ 1,000
	Pennsylvania Economy League, Inc.	\$ 11,000
	Port Clinton Area Chamber of Commerce Foundation	\$ 950
	Portage Development Board	\$ 4,000
	Preston County Caring Council, Inc	\$ 1,000
	Red Bank RiverCenter	\$ 5,000
	Richland Community Development Group	\$ 5,000
	Roundtable - Akron	\$ 2,000
	Sandusky County Economic Development Corporation	\$ 3,000
	Second Harvest Food Bank - Northwest Pennsylvania	\$ 100
	Senior Citizens Activities Network (SCAN)	\$ 500
	Special Spaces Inc	\$ 500
	Stark Development Board	\$ 2,000
	Summit Academy Middle School	\$ 2,500
	Team Lorain County	\$ 5,000
	Team Pennsylvania Foundation	\$ 30,000
	The Diversity Center of Northeast Ohio	\$ 1,500
	Toledo Community Foundation	\$ 2,500
	Toledo Community Foundation	\$ 500
	Toledo Community Foundation	\$ 2,500
	Toledo Community Foundation	\$ 500
	Toledo Lucas County Memorial Day Association	\$ 500
	Toms River Business Development Corp	\$ 2,500
	Toys for Tots - Morgantown	\$ 50
	Trumbull Neighborhood Partnership	\$ 1,000
	Trumbull One Hundred	\$ 1,500
	United Way - Geauga County	\$ 10,000
	Upper St Clair Veterans Park Inc	\$ 25,000
	Urban League - Akron	\$ 7,500
	Urban League - Lorain	\$ 2,500
	Urban League - Lorain	\$ 1,500
	Urban Vision	\$ 200
	US SARR SRRC	\$ 200
	Washington County Economic Development Partnership	\$ 1,000
	Western Reserve Land Conservancy	\$ 10,000
	YMCA - Akron Area	\$ 25,000
	York City Recreation Corporation	\$ 1,000
	Youngstown CityScape	\$ 500
	YWCA - York	\$ 500
	Civic Total	\$ 899,600.00
Education	AKA Foundation of Central Pennsylvania	\$ 1,000
	Allegheny College	\$ 550
	Alma College	\$ 100
	Asbury College	\$ 100

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Education (cont'd)	Baldwin-Wallace College	\$ 600
	Berks Business Education Coalition	\$ 2,500
	BGSU Foundation, Inc.	\$ 1,010
	Big Brothers/Big Sisters - Berks County	\$ 1,000
	Bloomsburg University Foundation, Inc.	\$ 200
	Case Western Reserve University	\$ 2,169
	Centenary College	\$ 50
	Clarkson University	\$ 50
	Cleveland State University Foundation	\$ 2,000
	Cleveland State University Foundation	\$ 4,160
	College Now Greater Cleveland	\$ 3,000
	College Now Greater Cleveland	\$ 250
	College of Wooster	\$ 200
	Columbia University	\$ 250
	Cornell University	\$ 150
	County College of Morris Foundation	\$ 2,500
	Defiance College	\$ 5,000
	DeSales University	\$ 100
	Drew University	\$ 550
	Foundation for Free Enterprise Education	\$ 2,500
	Foundation for Reading Area Community College	\$ 2,500
	Franciscan University of Steubenville	\$ 50
	Friends of the Tom Ridge Center	\$ 500
	Gannon University	\$ 300
	Geneva College	\$ 250
	Geneva College	\$ 3,800
	Georgian Court College	\$ 50
	Grove City College	\$ 5,000
	HALO Foundation	\$ 1,000
	Harvard University	\$ 500
	Heidelberg University	\$ 250
	Hiram College	\$ 150
	Indiana Institute of Technology	\$ 100
	Indiana University of PA Foundation	\$ 150
	John Carroll University	\$ 1,400
	Junior Achievement - Greater Reading & Lehigh Valley	\$ 2,500
	Junior Achievement - South Central Pennsylvania	\$ 2,500
	Junior Achievement - Western Pennsylvania	\$ 2,500
	Junior Achievement of Greater Reading & Lehigh Valley	\$ 250
	Junior Achievement of North Central Ohio	\$ 2,750
	Kent State University Foundation	\$ 2,500
	Kent State University Foundation, Inc.	\$ 9,518
	King's College	\$ 250
	Kutztown University Foundation, Inc.	\$ 100
	Lourdes University	\$ 150
	Malone University	\$ 100
	Mansfield University Foundation	\$ 500
	Massachusetts Institute of Technology	\$ 100
	Mercyhurst College	\$ 75
	Michigan State University	\$ 1,500
	Michigan Tech Fund	\$ 100
	Milligan College	\$ 750
	Monmouth University	\$ 50
	New Jersey Institute of Technology Foundation	\$ 50
	New Jersey League of Municipalities Educational Foundation Inc.	\$ 5,000
	New Jersey Press Foundation	\$ 2,500
	Northeast Ohio Council on Higher Education	\$ 10,000
	Northeast Ohio Council on Higher Education	\$ 1,000
	Northeast Ohio Medical University Foundation	\$ 500
	Northeastern Ohio Science & Engineering Fair	\$ 1,000
	Northwestern University	\$ 2,500
	Ohio Foundation of Independent Colleges	\$ 1,000
	Ohio Foundation of Independent Colleges	\$ 25,000
	Ohio Foundation of Independent Colleges	\$ 500
	Ohio Northern University	\$ 500
	Ohio State University Foundation, The	\$ 450
	Ohio University Foundation	\$ 110
	Pennsylvania Friends of Agriculture Foundation	\$ 5,000

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Education (cont'd)	Pennsylvania State University, The	\$ 5,885
	Project GRAD Akron	\$ 550
	Purdue University	\$ 300
	Robert Morris University	\$ 50
	Rutgers University Foundation	\$ 250
	Saint Francis University	\$ 250
	Seton Hill University	\$ 400
	Shippensburg University Foundation	\$ 200
	Spring Arbor University	\$ 350
	Syracuse University	\$ 50
	Tennessee Technological University Foundation	\$ 75
	Texas Tech Foundation, Inc	\$ 100
	TransOptions	\$ 2,500
	University of Akron Foundation, The	\$ 3,200
	University of Cincinnati Foundation	\$ 100
	University of Dayton	\$ 1,400
	University of Delaware	\$ 3,000
	University of Maryland College Park Foundation Inc.	\$ 50
	University of Maryland Foundation	\$ 3,000
	University of Michigan	\$ 1,175
	University of Mount Union	\$ 100
	University of Notre Dame	\$ 250
	University of Pittsburgh	\$ 300
	University of St. Thomas	\$ 350
	University of Tennessee	\$ 100
	University of Toledo Foundation	\$ 700
	Ursuline College	\$ 500
	Villanova University	\$ 110
	Walsh University	\$ 550
	Wells College	\$ 600
	West Virginia University Alumni Association	\$ 100
	West Virginia University Foundation, Inc.	\$ 2,500
	West Virginia University Foundation, Inc.	\$ 2,450
	Westminster College	\$ 1,500
	Wittenberg University	\$ 50
	York County Alliance for Learning	\$ 1,000
	Youngstown State University	\$ 950
	Youngstown State University Foundation	\$ 200
	Zeta Omega Scholarship Fund	\$ 1,000
Education Total		\$ 163,487.00
Health & Safety	Akron Children's Hospital	\$ 5,000
	Akron Children's Hospital	\$ 500
	Akron Children's Hospital Foundation	\$ 700
	Akron Pregnancy Services	\$ 500
	Akron Rotary Camp for Special Children	\$ 7,500
	Akron-Canton Regional Foodbank	\$ 1,000
	Akron-Canton Regional Foodbank	\$ 2,500
	Akron-Canton Regional Foodbank	\$ 4,400
	Alliance Pregnancy Center	\$ 660
	ALS Association - Northern Ohio Chapter	\$ 2,887
	ALS Association - Western PA Chapter	\$ 300
	Alzheimer's Association - Cleveland	\$ 250
	Alzheimer's Association - Greater East Ohio Area	\$ 50
	American Cancer Society - Berks County	\$ 250
	American Cancer Society - Canfield (see note)	\$ 100
	American Cancer Society - Dublin	\$ 1,410
	American Cancer Society - East Region	\$ 250
	American Cancer Society - Marion Co WV	\$ 1,000
	American Cancer Society - Pittsburgh	\$ 500
	American Cancer Society - Westmoreland County	\$ 1,000
	American Diabetes Association - Cleveland/Ohio Lakefront Area	\$ 218
	American Diabetes Association - National Capitol Area	\$ 200
	American Heart Association - Columbus	\$ 355
	American Heart Association - Erie Division	\$ 500
	American Heart Association - Erie Division	\$ 1,500
	American Heart Association - Erie, PA	\$ 1,100
	American Heart Association - Founders Affiliate (CT)	\$ 50
	American Heart Association - Pittsburgh	\$ 1,000
	American Red Cross - Ashtabula County	\$ 200
	American Red Cross - Berks County	\$ 2,500
	American Red Cross - Berks County	\$ 25,000

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Health & Safety	American Red Cross - Berks County Chapter	\$ 150
(cont.)	American Red Cross - Chesapeake Region	\$ 10,000
	American Red Cross - Erie County, PA	\$ 2,500
	American Red Cross - Erie, PA	\$ 100
	American Red Cross - Firelands Chapter	\$ 1,000
	American Red Cross - Greater Cleveland	\$ 25,000
	American Red Cross - Greater Cleveland	\$ 75,000
	American Red Cross - Greater Toledo Area	\$ 2,500
	American Red Cross - Jersey Coast	\$ 100,000
	American Red Cross - Jersey Coast	\$ 5,000
	American Red Cross - Jersey Coast Chapter	\$ 500
	American Red Cross - Lebanon County	\$ 1,000
	American Red Cross - Mid-Ohio Valley	\$ 50
	American Red Cross - Southern Alleghenies Chapter	\$ 100
	American Red Cross - Southwestern PA Chapter	\$ 50
	American Red Cross - Summit & Portage Counties	\$ 1,000
	American Red Cross - Summit & Portage Counties	\$ 2,500
	American Red Cross - Summit & Portage Counties	\$ 1,350
	American Red Cross - Warren County Chapter	\$ 100
	American Red Cross - Washington County	\$ 2,000
	American Red Cross - West Virginia Region	\$ 5,000
	American Red Cross - West Virginia Region	\$ 20,000
	American Red Cross - Westmoreland-Armstrong	\$ 1,000
	American Red Cross - Westmoreland-Armstrong	\$ 1,000
	American Red Cross - York County	\$ 1,500
	American Red Cross - York-Adams Chapter	\$ 300
	Barberton Area Community Ministries	\$ 575
	Bav Park Community Hospital	\$ 7,500
	Bav Park Community Hospital	\$ 250
	Boy Scouts of America - Great Trail	\$ 25,000
	Cherry Street Mission Ministries	\$ 75
	Children's Hospital of Pittsburgh Foundation	\$ 1,000
	City Mission, The	\$ 350
	Cleveland Clinic Foundation	\$ 30,000
	Cleveland Clinic Foundation, The	\$ 200
	Cleveland Foodbank	\$ 300
	Cleveland Hearing and Speech Center	\$ 1,000
	Clinton County Department of Emergency Services	\$ 5,000
	Community Chest of Waverly	\$ 1,000
	Connellsville Area Community Ministries	\$ 1,000
	Connoquenessing Valley Community Chest	\$ 1,000
	Cystic Fibrosis - New Jersey	\$ 2,500
	Cystic Fibrosis Foundation - MD	\$ 150
	Cystic Fibrosis Foundation - NJ	\$ 1,950
	Cystic Fibrosis Foundation - Western PA Chapter	\$ 550
	Easter Seals - Cambria-Somerset Division	\$ 180
	Employment Horizons	\$ 1,000
	Epilepsy Foundation - Western/Central PA	\$ 250
	Foodbank of Monmouth and Ocean Counties	\$ 3,000
	Friendly House	\$ 100
	Gift of Sight Foundation	\$ 1,000
	Girls with Sole	\$ 100
	Greater Berks Food Bank	\$ 100
	Hattie Larlham Community Services	\$ 150
	Haven of Rest Ministries	\$ 2,450
	HBA Restoring Hope Foundation	\$ 250
	Hospice Care Corporation	\$ 150
	Hunger Network of Greater Cleveland	\$ 1,100
	Interfaith Food Pantry	\$ 7,500
	Jameson Memorial Hospital	\$ 5,000
	Jameson Memorial Hospital	\$ 500
	Jennings Center for Older Adults	\$ 500
	Joan Dancy and People with ALS (PALS)	\$ 500
	John F. Kennedy Center, Inc.	\$ 1,000
	John F. Kennedy Center, Inc.	\$ 500
	Juvenile Diabetes Research Foundation - Central PA Chapter	\$ 50
	Lakeland Community College	\$ 1,250
	Leukemia & Lymphoma Society - Harrisburg, PA	\$ 500
	Leukemia & Lymphoma Society - NJ	\$ 50
	Leukemia & Lymphoma Society - Pittsburgh	\$ 50
	Little Sisters of the Poor	\$ 200
	Love INC of Greater Akron	\$ 500
	Madison Ministerial Association dba Madison Food Center	\$ 500
	Main Street Kinawood	\$ 500
	March of Dimes - Central Jersey	\$ 250
	March of Dimes - Keystone	\$ 150

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Health & Safety	March of Dimes - Northwest Pennsylvania	\$ 3,000
(cont.)	March of Dimes - PA	\$ 100
	Memorial Hospital	\$ 500
	Memorial Hospital, Inc - Towanda	\$ 1,000
	Mohican Area Community Fund, Inc.	\$ 1,000
	Muscular Dystrophy Association - Akron/Canton District	\$ 50
	National Childhood Cancer Foundation	\$ 150
	National Fuel Funds Network	\$ 5,000
	National MS Society - Cincinnati	\$ 125
	National MS Society - Greater Delaware Valley	\$ 150
	National MS Society - NWO Chapter	\$ 500
	National MS Society - Ohio Buckeye Chapter	\$ 800
	National Multiple Sclerosis Society - Pittsburgh	\$ 950
	New Jersey State Police Memorial Association	\$ 500
	Open M	\$ 300
	Police Unity Tour Inc	\$ 500
	Preston County Hospice Care	\$ 100
	Providence House	\$ 100
	Riders Unlimited, Inc	\$ 350
	Rose-Mary Center	\$ 500
	Rose-Mary Johanna Grasselli Rehab & Education Center	\$ 500
	Saint Augustine Church Hunger Center	\$ 500
	Saint Gregory's Pantry	\$ 500
	Salvation Army - Summit County Area	\$ 2,000
	Second Harvest Food Bank of the Mahoning Valley	\$ 150
	Seeing Eye Inc, The	\$ 100
	Sharon Regional Health System	\$ 100
	Special Olympics - Sandusky County	\$ 175
	Special Olympics Pennsylvania	\$ 50
	Summa Foundation	\$ 500
	Tri-City Meals on Wheels, Inc.	\$ 500
	Trout Unlimited - Spring Creek Chapter	\$ 1,000
	United Fund - Bellevue Selective	\$ 1,000
	United Fund - Brookville Area	\$ 1,000
	United Fund - Corry	\$ 2,000
	United Fund - Ellwood City Area	\$ 500
	United Fund - Norwalk Area	\$ 1,000
	United Fund - Port Allegany Area	\$ 1,000
	United Fund - Warren County	\$ 3,500
	United Fund - Warren County	\$ 700
	United Way - Adams County	\$ 4,500
	United Way - Allegheny County	\$ 5,000
	United Way - Alliance of Mid Ohio Valley, Inc.	\$ 17,000
	United Way - Armstrong County	\$ 5,000
	United Way - Ashland	\$ 5,000
	United Way - Ashtabula County	\$ 30,000
	United Way - Beaver County	\$ 24,000
	United Way - Beaver County	\$ 6,000
	United Way - Bedford County	\$ 2,000
	United Way - Berks County	\$ 110,000
	United Way - Berks County	\$ 1,000
	United Way - Blair County	\$ 15,000
	United Way - Boyertown	\$ 3,500
	United Way - Bradford Area	\$ 2,000
	United Way - Bradford County	\$ 6,500
	United Way - Burlington	\$ 2,000
	United Way - Butler County	\$ 12,000
	United Way - Capital Region	\$ 1,000
	United Way - Central Jersey	\$ 4,500
	United Way - Central Maryland, Inc.	\$ 500
	United Way - Central Washington County	\$ 2,500
	United Way - Central West Virginia, Inc.	\$ 500
	United Way - Centre County	\$ 7,300
	United Way - Clarion County	\$ 1,000
	United Way - Clark, Champaign & Madison Counties	\$ 16,500
	United Way - Clark, Champaign & Madison Counties	\$ 1,000
	United Way - Clearfield Area	\$ 4,000
	United Way - County	\$ 2,500
	United Way - Crestline Area	\$ 1,000
	United Way - Defiance County	\$ 2,500

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Health & Safety	United Way - DuBois Area	\$ 3,000
(cont.)	United Way - Eastern Panhandle	\$ 4,500
	United Way - Erie County, OH	\$ 9,000
	United Way - Erie County, PA	\$ 35,000
	United Way - Essex/West Hudson	\$ 1,500
	United Way - Franklin County	\$ 5,000
	United Way - Frederick County, Inc.	\$ 7,500
	United Way - Fulton County	\$ 2,500
	United Way - Greater Cleveland	\$ 205,000
	United Way - Greater Cleveland	\$ 12,000
	United Way - Greater Cleveland	\$ 205,000
	United Way - Greater Lehigh Valley	\$ 25,000
	United Way - Greater Lorain County	\$ 20,000
	United Way - Greater Mercer County, NJ	\$ 2,500
	United Way - Greater Stark County	\$ 20,000
	United Way - Greater Stark County	\$ 500
	United Way - Greater Toledo	\$ 95,000
	United Way - Greater Toledo	\$ 95,000
	United Way - Greater Union County, NJ	\$ 2,000
	United Way - Greenbrier Valley, Inc.	\$ 2,200
	United Way - Greenbrier Valley, Inc.	\$ 1,500
	United Way - Greene County	\$ 500
	United Way - Grove City Area	\$ 1,000
	United Way - Harrison County, Inc.	\$ 19,000
	United Way - Henry County	\$ 1,000
	United Way - Hunterdon County	\$ 6,000
	United Way - Huntingdon County	\$ 1,500
	United Way - Indiana County	\$ 3,500

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<u>Type of Activity</u>	<u>Organization</u>	<u>Amount Paid</u>
Health & Safety	United Way - Jefferson County	\$ 5,000
(cont.)	United Way - Lake County	\$ 55,000
	United Way - Laurel Highlands	\$ 15,000
	United Way - Lawrence County	\$ 16,000
	United Way - Lebanon County	\$ 21,000
	United Way - Mansfield Area	\$ 2,000
	United Way - Marion County	\$ 7,000
	United Way - Marion County (WV)	\$ 36,000
	United Way - Medina County	\$ 15,000
	United Way - Mercer County, PA	\$ 16,000
	United Way - Mifflin/Juniata	\$ 3,500
	United Way - Mon Valley	\$ 2,000
	United Way - Monmouth County	\$ 26,000
	United Way - Monongalia & Preston Counties	\$ 38,000
	United Way - Monroe County	\$ 6,000
	United Way - Morrow County	\$ 1,500
	United Way - National Capital Area	\$ 2,500
	United Way - Northern New Jersey	\$ 42,500
	United Way - Northern New Jersey	\$ 5,000
	United Way - Northern New Jersey	\$ 6,000
	United Way - Northern New Jersey	\$ 5,000
	United Way - Ocean County	\$ 25,000
	United Way - Pike County	\$ 1,500
	United Way - Portage County	\$ 15,000
	United Way - Randolph County	\$ 2,000
	United Way - Richland County	\$ 8,000
	United Way - Richland County	\$ 1,000
	United Way - Richland County	\$ 350
	United Way - Sandusky County	\$ 5,000
	United Way - Shippensburg Area	\$ 2,000
	United Way - Southern Columbiana County	\$ 6,000
	United Way - St. Marys Area	\$ 2,000
	United Way - Summit County	\$ 205,000
	United Way - Summit County	\$ 205,000
	United Way - Susquehanna County	\$ 1,500
	United Way - Titusville	\$ 1,500
	United Way - Trumbull County	\$ 15,000
	United Way - Union County, OH	\$ 1,000
	United Way - Upper Ohio Valley	\$ 2,700
	United Way - Venango County	\$ 4,000
	United Way - Venango County	\$ 750
	United Way - Washington County Maryland Inc.	\$ 8,500
	United Way - Western Crawford County	\$ 2,000
	United Way - Westmoreland County	\$ 200,000
	United Way - Westmoreland County	\$ 16,000
	United Way - Westmoreland County	\$ 152,831
	United Way - Westmoreland County	\$ 3,000
	United Way - Williams County	\$ 1,000
	United Way - Wyoming County, PA	\$ 2,000
	United Way - York County	\$ 35,000
	United Way - York County	\$ 1,000
	United Way - Youngstown/Mahoning Valley	\$ 35,000
	United Way Services - Northern Columbiana County	\$ 6,000
	University Hospitals Health System	\$ 10,000
	University Hospitals Health System Inc	\$ 600
	Victim Assistance Program	\$ 100
	Volunteer West Virginia	\$ 5,000
	Windber Research Institute	\$ 250
	Wysox Volunteer Fire Company	\$ 500
	YMCA - Lebanon Valley	\$ 2,500

Health Total \$ 2,856,341.00

Grand Total \$ 4,005,927.00

Note: All above grantees are public charities.