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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 , 2012, and ending , 20

|                                                                                                                                                                                                                                                   |                                                                                                                                                                                                 |                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>WILLIAM O. &amp; GERTRUDE LEWIS FROHRING FDN</b>                                                                                                                                                                         |                                                                                                                                                                                                 | A Employer identification number<br><b>34-6516526</b>                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)                                                                                                                                                                  | Room/suite                                                                                                                                                                                      | B Telephone number (see instructions)                                                                                                                                      |
| <b>C/O GLENMEDE TRUST CO., 1650 MARKET STREET</b>                                                                                                                                                                                                 | <b>1200</b>                                                                                                                                                                                     | <b>215- 419-6000</b>                                                                                                                                                       |
| City or town, state, and ZIP code<br><b>PHILADELPHIA, PA 19103-7391</b>                                                                                                                                                                           |                                                                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply:                                                                                                                                                                                                                           |                                                                                                                                                                                                 | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Initial return                                                                                                                                                                                                           | <input type="checkbox"/> Initial return of a former public charity                                                                                                                              | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| <input type="checkbox"/> Final return                                                                                                                                                                                                             | <input type="checkbox"/> Amended return                                                                                                                                                         | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |
| <input type="checkbox"/> Address change                                                                                                                                                                                                           | <input type="checkbox"/> Name change                                                                                                                                                            |                                                                                                                                                                            |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                                                                                                                 |                                                                                                                                                                            |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,807,034.</b>                                                                                                                                           | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.) |                                                                                                                                                                            |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).) |                                                                                               | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                          |                                    |                           | N/A                     |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities                                                      | 112,616.                           | 112,616.                  |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                      | 241,394.                           |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a <b>844,290.</b>                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                              |                                    | 241,394.                  |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                   |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | b Less Cost of goods sold                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule)                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 12 Total. Add lines 1 through 11                                                              | 354,010.                           | 354,010.                  |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc.                                        | 12,000.                            | 7,200.                    |                         | 4,800.                                                      |
|                                                                                                                                                                     | 14 Other employee salaries and wages                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule)                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule)                                                           | 2,500.                             | NONE                      | NONE                    | 2,500.                                                      |
|                                                                                                                                                                     | c Other professional fees (attach schedule)                                                   | 52,319.                            | 42,758.                   |                         | 9,561.                                                      |
|                                                                                                                                                                     | 17 Interest                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) <b>STMT. 1</b>                                            | 300.                               |                           |                         | 300.                                                        |
|                                                                                                                                                                     | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 67,119.                            | 49,958.                   | NONE                    | 17,161.                                                     |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid                                                          | 214,500.                           |                           |                         | 214,500.                                                    |
|                                                                                                                                                                     | 26 Total expenses and disbursements. Add lines 24 and 25                                      | 281,619.                           | 49,958.                   | NONE                    | 231,661.                                                    |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12:                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | a Excess of revenue over expenses and disbursements                                           | 72,391.                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Net investment income (if negative, enter -0-)                                              |                                    | 304,052.                  |                         |                                                             |
|                                                                                                                                                                     | c Adjusted net income (if negative, enter -0-)                                                |                                    |                           | N/A                     |                                                             |

ENVELOPE  
POSTMARK DATE  
MAY 15 2013

SCANNED MAY 22 2013

| 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 . . . . .                                                                                             | 39,165.           | -714.          | -714.                 |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 57,516.           | 338,713.       | 338,713.              |
|                             | 3                                                                                                                             | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                  |                   |                |                       |
|                             | 4                                                                                                                             | Pledges receivable ▶<br>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) ▶<br>Less: allowance for doubtful accounts ▶                                   |                   |                |                       |
|                             | 8                                                                                                                             | Inventories for sale or use . . . . .                                                                                             |                   |                |                       |
|                             | 9                                                                                                                             | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                |                       |
|                             | 10 a                                                                                                                          | Investments - U S and state government obligations (attach schedule) . . . . .                                                    |                   |                |                       |
|                             | b                                                                                                                             | Investments - corporate stock (attach schedule) . . . . .                                                                         | 3,200,499.        | 3,273,182.     | 3,964,682.            |
|                             | c                                                                                                                             | Investments - corporate bonds (attach schedule) . . . . .                                                                         | 439,787.          | 198,178.       | 206,096.              |
|                             | 11                                                                                                                            | Investments - land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                           |                   |                |                       |
|                             | 12                                                                                                                            | Investments - mortgage loans . . . . .                                                                                            |                   |                |                       |
|                             | 13                                                                                                                            | Investments - other (attach schedule) . . . . .                                                                                   |                   |                |                       |
|                             | 14                                                                                                                            | Land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                                         |                   |                |                       |
| 15                          | Other assets (describe ▶ PARTNERSHIP )                                                                                        | 250,000.                                                                                                                          | 250,000.          | 298,257.       |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                | 3,986,967.                                                                                                                        | 4,059,359.        | 4,807,034.     |                       |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                  |                                                                                                                                   | NONE              |                |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>   |                                                                                                                                   |                   |                |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        | 3,986,967.        | 4,059,359.     |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                   |                |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        |                   |                |                       |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                         | 3,986,967.                                                                                                                        | 4,059,359.        |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                            | 3,986,967.                                                                                                                        | 4,059,359.        |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |                                                                                                                                                                      |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 3,986,967. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 72,391.    |
| 3 | Other increases not included in line 2 (itemize) ▶ ROUNDING                                                                                                          | 3 | 1.         |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 4,059,359. |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                         | 5 |            |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 4,059,359. |

Form 990-PF (2012)

**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<br>P - Purchase<br>D - Donation                                                | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                               |                                            |                                                 | P                                                                                               | VARIOUS                              | VARIOUS                          |
| <b>b</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                              | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| <b>a</b> 844,290.                                                                                                                  |                                            | 602,896.                                        | 241,394.                                                                                        |                                      |                                  |
| <b>b</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                        |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| (i) F.M.V. as of 12/31/69                                                                                                          | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |                                      |                                  |
| <b>a</b>                                                                                                                           |                                            |                                                 | 241,394.                                                                                        |                                      |                                  |
| <b>b</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2 Capital gain net income or (net capital loss)</b>                                                                             |                                            |                                                 | 2                                                                                               | 241,394.                             |                                  |
| If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7                                                    |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>                                             |                                            |                                                 | 3                                                                                               |                                      |                                  |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8                    |                                            |                                                 |                                                                                                 |                                      |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                                  | 234,543.                                 | 4,691,082.                                   | 0.049998                                                    |
| 2010                                                                                                                                                                                  | 200,492.                                 | 4,554,072.                                   | 0.044025                                                    |
| 2009                                                                                                                                                                                  | 258,854.                                 | 4,246,971.                                   | 0.060950                                                    |
| 2008                                                                                                                                                                                  | 268,313.                                 | 4,909,380.                                   | 0.054653                                                    |
| 2007                                                                                                                                                                                  | 243,718.                                 | 5,539,204.                                   | 0.043999                                                    |
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                  |                                          |                                              | 0.253625                                                    |
| <b>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</b> |                                          |                                              | 0.050725                                                    |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                 |                                          | 4,715,457.                                   |                                                             |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                    |                                          |                                              | 239,192.                                                    |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                   |                                          |                                              | 3,041.                                                      |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                            |                                          |                                              | 242,233.                                                    |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                         |                                          |                                              | 231,661.                                                    |

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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) |    |        |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                       |    | 1      | 6,081. |
| 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      | 6,081. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                                                                                                           |    | 4      | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                               |    | 5      | 6,081. |
| 6 Credits/Payments:                                                                                                                                                                                                                               |    |        |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .                                                                                                                                                                     | 6a | 1,558. |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                 | 6b | NONE   |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                   | 6c | NONE   |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                               | 6d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                   | 7  | 1,558. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                     | 8  |        |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                         | 9  | 4,523. |        |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                                   | 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? . . . . .                                                                                                                                                                       |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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. |     | 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:<br>(1) On the foundation <input type="checkbox"/> \$ -0- (2) On foundation managers. <input type="checkbox"/> \$ -0-                                                                                                                               |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ -0-                                                                                                                                                                                 |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | 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 . . . . .                                                                                                                  |     | 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? . . . . .                                                                                                                                                                                                                                                                            | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                          |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH, IL, CO                                                                                                                                                                                                               |     |    |
| 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 . . . . .                                                                                                                                 | 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 . . . . .                                                                                        |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                         |     | X  |

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**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? . . . . .                                                                       | 13             | X   |    |
| Website address ▶ N/A                                                                                                                |                                                                                                                                                                                                     |                |     |    |
| 14                                                                                                                                   | The books are in care of ▶ SEE STATEMENT 2                                                                                                                                                          | Telephone no ▶ |     |    |
| Located at ▶                                                                                                                         |                                                                                                                                                                                                     | ZIP+4 ▶        |     |    |
| 15                                                                                                                                   | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .                                                                                       | 15             |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶                                          |                                                                                                                                                                                                     |                |     |    |
| 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             | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ |                                                                                                                                                                                                     |                |     | X  |

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

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

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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

N/A

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

6b 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? ☐ Yes ☒ No

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 SCHEDULE ATTACHED |                                                           | 12,000.                                   |                                                                       | - 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** ☐

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

**Part IX-A Summary of Direct Charitable Activities**

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

|       | Expenses |
|-------|----------|
| 1 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 NONE                                                 |        |
| 2                                                      |        |
| All other program-related investments See instructions |        |
| 3 NONE                                                 |        |
| Total. Add lines 1 through 3 . . . . .                 |        |

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 4,594,081. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 193,185.   |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 4,787,266. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 4,787,266. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 71,809.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 4,715,457. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 235,773.   |

**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.)

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 235,773. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 6,081.   |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 6,081.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 229,692. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 229,692. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 229,692. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |          |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 231,661. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 231,661. |
| <b>5</b> | 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) | <b>5</b>  | N/A      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 231,661. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 229,692.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012:                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | 219,633.    |             |
| <b>b</b> Total for prior years: 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .                                                                                                        |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2008 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2009 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>231,661.</u>                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .                                                                                                                               |               |                            | 219,633.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 12,028.     |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>c</b> 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 . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .                                                              |               |                            |             | 217,664.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2009 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2010 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2011 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> Excess from 2012 . . . . .                                                                                                                                                         | NONE          |                            |             |             |

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

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

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

4942(j)(3) or

4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

**b** 85% of line 2a . . . . .

**c** Qualifying distributions from Part XII, line 4 for each year listed . . . . .

**d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

(3) Largest amount of support from an exempt organization . . . . .

(4) Gross investment income . . . . .

**Part 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:

N/A

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

N/A

**c** Any submission deadlines:

N/A

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

N/A

**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)                                |                                                                                                           |                                |                                  |          |
| <b>a Paid during the year</b><br><br>SEE SCHEDULE ATTACHED         |                                                                                                           |                                |                                  | 214,500. |
| <b>Total</b>                                                       |                                                                                                           |                                | <b>3a</b>                        | 214,500. |
| <b>b Approved for future payment</b><br><br>SEE SCHEDULES ATTACHED |                                                                                                           |                                |                                  | 79,000.  |
| <b>Total</b>                                                       |                                                                                                           |                                | <b>3b</b>                        | 79,000.  |

Form **990-PF** (2012)





**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**  
**E.I.N. 34-6516526**  
**TAX YEAR ENDING 12/31/12**

**ATTACHMENTS PAGE 1 FORM 990-PF**  
**PART I ANALYSIS OF REVENUE AND EXPENSES**

|                  |                                                                                   | <b>COLUMN<br/>A</b> | <b>COLUMN<br/>B</b> | <b>COLUMN<br/>D</b> |
|------------------|-----------------------------------------------------------------------------------|---------------------|---------------------|---------------------|
| <b>REVENUE:</b>  |                                                                                   |                     |                     |                     |
| <b>LINE 4</b>    | DIVIDENDS AND INTEREST FROM SECURITIES<br>- DIVIDENDS AND BOND INTEREST           | <u>112,616</u>      | <u>112,616</u>      |                     |
| <b>EXPENSES:</b> |                                                                                   |                     |                     |                     |
| <b>LINE 16b</b>  | ACCOUNTING FEES<br>- THE GLENMEDE TRUST COMPANY, N.A.<br>2011 TAX PREPARATION FEE | <u>2,500</u>        | <u>0</u>            | <u>2,500</u>        |
| <b>LINE 16c</b>  | OTHER PROFESSIONAL FEES                                                           |                     |                     |                     |
|                  | - WELLS FARGO SECURITIES<br>INVESTMENT MANAGEMENT FEE                             | 16,798              | 16,798              | 0                   |
|                  | - UBS ANNUAL FEE CHARGE                                                           | 75                  | 75                  | 0                   |
|                  | - THE GLENMEDE TRUST COMPANY, N.A.<br>INVESTMENT MANAGEMENT FEE                   | 25,885              | 25,885              | 0                   |
|                  | - THE GLENMEDE TRUST COMPANY, N.A.<br>2012 ANNUAL ADMINISTRATIVE FEE              | <u>9,561</u>        | <u>0</u>            | <u>9,561</u>        |
|                  |                                                                                   | <u>52,319</u>       | <u>42,758</u>       | <u>9,561</u>        |
| <b>LINE 23</b>   | OTHER EXPENSES                                                                    |                     |                     |                     |
|                  | - BANK FEES                                                                       | 100                 | 0                   | 100                 |
|                  | - OHIO FILING FEE                                                                 | <u>200</u>          | <u>0</u>            | <u>200</u>          |
|                  |                                                                                   | <u>300</u>          | <u>0</u>            | <u>300</u>          |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY | SECURITY | BOOK<br>VALUE | MARKET<br>VALUE |
|----------|----------|---------------|-----------------|
|----------|----------|---------------|-----------------|

**UNINVESTED CASH**

|                 |          |          |
|-----------------|----------|----------|
| (714.0000) CASH | (714.00) | (714.00) |
|-----------------|----------|----------|

**TOTAL UNINVESTED CASH**

|          |          |
|----------|----------|
| (714.00) | (714.00) |
|----------|----------|

**CASH EQUIVALENTS**

|                                         |            |            |
|-----------------------------------------|------------|------------|
| 172,214.0000 RMA MONEY MARKET PORTFOLIO | 172,214.00 | 172,214.00 |
|-----------------------------------------|------------|------------|

|                                             |            |            |
|---------------------------------------------|------------|------------|
| 166,464.0000 WELLS FARGO BANK DEPOSIT SWEEP | 166,464.00 | 166,464.00 |
|---------------------------------------------|------------|------------|

|                                                    |       |       |
|----------------------------------------------------|-------|-------|
| 35.0000 GLENEMEDE FUND INC. GOVT CASH<br>PORTFOLIO | 35.00 | 35.00 |
|----------------------------------------------------|-------|-------|

**TOTAL CASH EQUIVALENTS**

|            |            |
|------------|------------|
| 338,713.00 | 338,713.00 |
|------------|------------|

**CORPORATE STOCKS AND  
MUTUAL FUNDS**

|                                                 |           |           |
|-------------------------------------------------|-----------|-----------|
| 1,100.0000 ACCENTURE PLC IRELAND SHARES CLASS A | 34,806.00 | 73,150.00 |
|-------------------------------------------------|-----------|-----------|

|                                   |           |           |
|-----------------------------------|-----------|-----------|
| 880.0000 AMERICAN EXPRESS COMPANY | 28,323.00 | 50,582.00 |
|-----------------------------------|-----------|-----------|

|                                 |           |           |
|---------------------------------|-----------|-----------|
| 590.0000 AMPHENOL CORP NEW CL A | 21,940.00 | 38,173.00 |
|---------------------------------|-----------|-----------|

|                                   |           |           |
|-----------------------------------|-----------|-----------|
| 1,250.0000 ANIKA THERAPEUTICS INC | 11,191.00 | 12,425.00 |
|-----------------------------------|-----------|-----------|

|                             |           |            |
|-----------------------------|-----------|------------|
| 230.0000 APPLE COMPUTER INC | 36,316.00 | 122,400.00 |
|-----------------------------|-----------|------------|

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY   | SECURITY                 | BOOK<br>VALUE | MARKET<br>VALUE |
|------------|--------------------------|---------------|-----------------|
| 650.0000   | ASSOC ESTATES RLTY CORP  | 10,244.00     | 10,478.00       |
| 670.0000   | AVAGO TECHNOLOGIES LTD   | 22,681.00     | 21,206.00       |
| 650.0000   | BAKER HUGHES INC         | 28,375.00     | 26,551.00       |
| 290.0000   | BARD C R INC             | 28,526.00     | 28,345.00       |
| 1,050.0000 | BAXTER INTERNATIONAL INC | 54,620.00     | 69,993.00       |
| 470.0000   | BED BATH & BEYOND INC    | 27,944.00     | 26,278.00       |
| 145.0000   | BLACROCK INC             | 28,575.00     | 29,973.00       |
| 650.0000   | CALGON CARBON CORP       | 10,067.00     | 9,217.00        |
| 1,200.0000 | CAMBREX CORP             | 13,675.00     | 13,656.00       |
| 830.0000   | CHEVRON CORPORATION      | 42,219.00     | 89,756.00       |
| 740.0000   | COLGATE PALMOLIVE CO     | 46,393.00     | 77,360.00       |
| 3,160.0000 | CORNING INC              | 42,005.00     | 39,879.00       |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY   | SECURITY                             | BOOK<br>VALUE | MARKET<br>VALUE |
|------------|--------------------------------------|---------------|-----------------|
| 600.0000   | DOMINION RFS INC VA NEW D            | 24,066.00     | 31,080.00       |
| 705.0000   | EATON CORP PLC                       | 36,593.00     | 38,197.00       |
| 1,070.0000 | ELI LILLY & CO                       | 43,699.00     | 52,772.00       |
| 460.0000   | ENSCO PLC SPON ADR                   | 22,637 00     | 27,269 00       |
| 240.0000   | EXPRESS SCRIPTS HLDG CO              | 9,362.00      | 12,960 00       |
| 875.0000   | EXXON MOBIL CORP                     | 44,816.00     | 75,731.00       |
| 2,000.0000 | FELCOR LODGING TR INC                | 9,170.00      | 9,340 00        |
| 4,000.0000 | FERRO CORP                           | 15,955.00     | 16,720.00       |
| 750.0000   | FIRST COMMONWEALTH FINANCIAL CORP PA | 3,927.00      | 5,115 00        |
| 1,030.0000 | FIRSTENERGY CORP                     | 44,505.00     | 43,013 00       |
| 2,500.0000 | GILAT SATELLITE(NEW) NETWORKS LTD    | 9,668.00      | 13,275.00       |
| 550.0000   | HEINZ H J CO COMMON                  | 25,788 00     | 31,724.00       |
| 300.0000   | HI-TECH PHARMACAL CO                 | 9,309.00      | 10,494 00       |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY   | SECURITY                            | BOOK<br>VALUE | MARKET<br>VALUE |
|------------|-------------------------------------|---------------|-----------------|
| 1,150.0000 | HONEYWELL INTERNATIONAL INC         | 45,329.00     | 72,990.00       |
| 420.0000   | ILLINOIS TOOL WORKS INC             | 19,780.00     | 25,540 00       |
| 235.0000   | INTERNATIONAL BUSINESS MACHINE CORP | 21,250.00     | 45,014 00       |
| 890.0000   | JOHNSON & JOHNSON                   | 54,267.00     | 62,389.00       |
| 230.0000   | JPMORGAN CHASE & CO                 | 8,657.00      | 10,113.00       |
| 860.0000   | KELLOGG COMPANY                     | 43,854.00     | 48,031 00       |
| 700.0000   | LYDALL INC                          | 9,172.00      | 10,038 00       |
| 1,700.0000 | MANITEX INTL INC                    | 10,197.00     | 12,138.00       |
| 500.0000   | MATERON CORP                        | 13,319.00     | 12,890.00       |
| 300.0000   | MCDONALDS CORP                      | 17,776.00     | 26,463 00       |
| 1,700.0000 | MEADOWBROOK INS GROUP INC           | 12,994.00     | 9,826 00        |
| 1,270.0000 | MEDTRONIC INC                       | 51,810 00     | 52,095 00       |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY   | SECURITY                      | BOOK<br>VALUE | MARKET<br>VALUE |
|------------|-------------------------------|---------------|-----------------|
| 1,500.0000 | MFRI INC                      | 10,314.00     | 8,505.00        |
| 2,490.0000 | MICROSOFT CORP                | 58,037.00     | 66,507.00       |
| 1,750.0000 | MOTORCAR PARTS OF AMERICA INC | 9,363.00      | 11,497.00       |
| 140.0000   | NATIONAL OILWELL VARCO INC    | 9,317.00      | 9,569 00        |
| 4,000.0000 | NAUTILUS INC                  | 10,454.00     | 14,040.00       |
| 810.0000   | NORTHERN TRUST CORP           | 43,571.00     | 40,630.00       |
| 210.0000   | OCCIDENTAL PETE CORP          | 22,111 00     | 16,088 00       |
| 920.0000   | OMNICOM GROUP                 | 39,635.00     | 45,963 00       |
| 1,240.0000 | ORACLE CORP                   | 35,629.00     | 41,317.00       |
| 530.0000   | PARTNERRE LTD                 | 33,057.00     | 42,660 00       |
| 1,090.0000 | PAYCHEX INC                   | 34,290.00     | 33,899.00       |
| 1,500.0000 | PENFORD CORP                  | 11,066.00     | 11,025.00       |
| 460.0000   | PG&E CORP                     | 18,727.00     | 18,483.00       |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY   | SECURITY                        | BOOK<br>VALUE | MARKET<br>VALUE |
|------------|---------------------------------|---------------|-----------------|
| 550.0000   | PHILIP MORRIS INTERNATIONAL INC | 31,166.00     | 46,002.00       |
| 540.0000   | PNC FINANCIAL SERVICES GROUP    | 30,506.00     | 31,487 00       |
| 800.0000   | POWER-ONE INC                   | 5,844.00      | 3,287 00        |
| 845.0000   | PROCTER & GAMBLE CO             | 35,214.00     | 57,367 00       |
| 650.0000   | QUALCOMM INC                    | 40,463.00     | 40,209.00       |
| 350.0000   | ROCHE HOLDINGS LTD ADR          | 16,832.00     | 17,675.00       |
| 1,500.0000 | ROCKY BRANDS INC                | 17,764.00     | 19,558.00       |
| 1,570.0000 | SCHWAB CHARLES CORP NEW         | 25,498.00     | 22,545 00       |
| 2,300.0000 | SUNOPTA INC                     | 15,235.00     | 12,949.00       |
| 1,730.0000 | TJX COS INC NEW                 | 25,123.00     | 73,439.00       |
| 810.0000   | TRAVELERS COS INC/THE           | 40,531.00     | 58,174.00       |
| 725.0000   | UNITED TECHNOLOGIES CORP        | 31,202.00     | 59,457.00       |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| <b>QUANTITY</b> | <b>SECURITY</b>                                    | <b>BOOK<br/>VALUE</b> | <b>MARKET<br/>VALUE</b> |
|-----------------|----------------------------------------------------|-----------------------|-------------------------|
| 1,170.0000      | WALGREEN COMPANY                                   | 38,636.00             | 43,302.00               |
| 690.0000        | WATERS CORP                                        | 42,545.00             | 60,113.00               |
| 555.0000        | 3M CO                                              | 39,934.00             | 51,532.00               |
| 21,109.3840     | DELAWARE LTD-TERM DIVERSIFIED INCOME<br>FUND CL C  | 187,515.00            | 186,818.00              |
| 9,465.7910      | DREYFUS INTERNATIONAL BONF FUND CLASS<br>C         | 153,572.00            | 159,783.00              |
| 20,602.9450     | DWS SHORT DURATION PLUS FUND CLASS A               | 195,504.00            | 191,401.00              |
| 30,628.0680     | HARTFORD FLOATING RATE FUND CLASS C                | 207,046.00            | 232,773.00              |
| 15,769.6370     | PUTNAM DIVERSIFIED INCOME TRUST FUND<br>CLASS C    | 121,468.00            | 120,795.00              |
| 11,969.0360     | EUROPACIFIC GROWTH FD CLASS A                      | 409,213.00            | 493,364.00              |
| 5,716.9170      | FIRST EAGLE FUNDS SOGEN OVERSEAS<br>FUND CL I      | 131,000.00            | 127,830.00              |
|                 | <b>TOTAL CORPORATE STOCKS AND MUTUAL<br/>FUNDS</b> | <b>3,273,182.00</b>   | <b>3,964,682.00</b>     |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION****EIN:34-6516526****TAX YEAR ENDING 12/31/2012****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| QUANTITY | SECURITY | BOOK<br>VALUE | MARKET<br>VALUE |
|----------|----------|---------------|-----------------|
|----------|----------|---------------|-----------------|

**CORPORATE BONDS**

|             |                                                              |           |           |
|-------------|--------------------------------------------------------------|-----------|-----------|
| 50,000.0000 | VERIZON NEW ENG INC NOTES B/E MW +<br>25BP 4.750% 10/01/2013 | 48,014.00 | 51,551.00 |
|-------------|--------------------------------------------------------------|-----------|-----------|

|              |                                   |            |            |
|--------------|-----------------------------------|------------|------------|
| 100,000 0000 | METLIFE INC B/E 2.375% 02/06/2014 | 101,100.00 | 101,872.00 |
|--------------|-----------------------------------|------------|------------|

|             |                                         |           |           |
|-------------|-----------------------------------------|-----------|-----------|
| 50,000.0000 | CITIGROUP INC NOTES B/E 5.125% 5/5/2014 | 49,064.00 | 52,673.00 |
|-------------|-----------------------------------------|-----------|-----------|

**TOTAL CORPORATE BONDS**

|                   |                   |
|-------------------|-------------------|
| <b>198,178.00</b> | <b>206,096.00</b> |
|-------------------|-------------------|

**OTHER ASSETS**

|            |                                  |            |            |
|------------|----------------------------------|------------|------------|
| 2,500 0000 | WILLIAM BLAIR CAPITAL TE FUND LP | 250,000.00 | 298,257.00 |
|------------|----------------------------------|------------|------------|

**TOTAL OTHER ASSETS**

|                   |                   |
|-------------------|-------------------|
| <b>250,000.00</b> | <b>298,257.00</b> |
|-------------------|-------------------|

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**

**EIN:34-6516526**

**TAX YEAR ENDING 12/31/2012**

**ATTACHMENTS PAGE 2 FORM 990-PF**

**PART II BALANCE SHEETS**

| QUANTITY | SECURITY | BOOK<br>VALUE | MARKET<br>VALUE |
|----------|----------|---------------|-----------------|
|----------|----------|---------------|-----------------|

**COMPOSED OF THE ABOVE:**

|                                       |                            |                            |
|---------------------------------------|----------------------------|----------------------------|
| TOTAL UNINVESTED CASH                 | (714.00)                   | (714.00)                   |
| TOTAL CASH EQUIVALENTS                | 338,713.00                 | 338,713.00                 |
| TOTAL CORPORATE STOCKS & MUTUAL FUNDS | 3,273,182.00               | 3,964,682.00               |
| TOTAL CORPORATE BONDS                 | 198,178.00                 | 206,096.00                 |
| TOTAL OTHER ASSETS                    | <u>250,000.00</u>          | <u>298,257.00</u>          |
| TOTAL PORTFOLIO AS OF 12/31/2012      | <u><u>4,059,359.00</u></u> | <u><u>4,807,034.00</u></u> |

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: THE GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200  
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**

**E.I.N. 34-6516526**

**TAX YEAR ENDING 12/31/12**

**ATTACHMENTS PAGE 6 FORM 990-PF  
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.**

| <b>NAME AND ADDRESS</b>                                                                                                         | <b>TITLE</b>                        | <b>AVERAGE<br/>HOURS<br/>PER WEEK</b> | <b>COMPEN-<br/>SATION</b> | <b>EXPENSE<br/>ACCT</b> | <b>EMPLOYEE<br/>BEN PLAN<br/>CONTRIB</b> |
|---------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------------------------------------|---------------------------|-------------------------|------------------------------------------|
| 1. GLENN H. FROHRING<br>C/O THE GLENMEDE TRUST COMPANY, N.A.<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391   | PRESIDENT                           | 5                                     | 0                         | 0                       | 0                                        |
| 2. STEVEN SZILAGYI<br>C/O THE GLENMEDE TRUST COMPANY, N.A.<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391     | VICE<br>PRESIDENT                   | 5                                     | 0                         | 0                       | 0                                        |
| 3. WILLIAM W. FALSGRAF<br>C/O THE GLENMEDE TRUST COMPANY, N.A.<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391 | TREASURER<br>AND ASST.<br>SECRETARY | 5                                     | 12,000                    | 0                       | 0                                        |
| 4. EVELYN FROHRING<br>C/O THE GLENMEDE TRUST COMPANY, N.A.<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391     | SECRETARY                           | 5                                     | 0                         | 0                       | 0                                        |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**  
**EIN: 34-6516526**  
**TAX YEAR ENDING 12/31/2012**

**ATTACHMENTS PAGE 11 FORM 990-PF**  
**PART XV SUPPLEMENTARY INFORMATION - GRANTS PAID**

| <b>No.</b> | <b>Grantee Organization &amp; Project Description</b>                                                                            | <b>Grant Amount</b> | <b>Payment Date</b> |
|------------|----------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 1          | <b>Geauga County Historical Society</b><br>Burton, OH<br>2012 Annual Grant                                                       | 1,500.00            | 6/20/2012           |
| 2          | <b>Hanna Perkins School</b><br>Shaker Hts., OH<br>For Scholarship Program                                                        | 7,500.00            | 6/20/2012           |
| 3          | <b>Hiram College</b><br>Hiram, OH<br>Annual Fund                                                                                 | 10,000.00           | 6/20/2012           |
| 4          | <b>International Rett Syndrome Association, Inc.</b><br>Cincinnati, OH<br>Gift to the Association for the Love of Jessica Kelley | 2,000.00            | 6/20/2012           |
| 5          | <b>M.U.S.I.C.</b><br>Chagrin Falls, OH<br>7/11 Orange Hall & 10/11 Hanna Perkins performances                                    | 5,000.00            | 6/20/2012           |
| 6          | <b>Tapir Preservation Fund</b><br>Astoria, OR<br>For the Heidi Frohring Memorial Fund                                            | 1,000.00            | 6/20/2012           |
| 7          | <b>The Judson Foundation</b><br>Cleveland, OH<br>To be used for the Art Therapy Program                                          | 10,000.00           | 6/20/2012           |
| 8          | <b>Therapeutic Riding Center</b><br>Chagrin Falls, OH<br>Unrestricted Annual Fund                                                | 2,000.00            | 6/20/2012           |
| 9          | <b>WomenSafe, Inc.</b><br>Chardon, OH<br>2012 Grant                                                                              | 2,500.00            | 6/20/2012           |
| 10         | <b>Cleveland Institute of Art</b><br>Cleveland, OH<br>Scholarship Program                                                        | 3,000.00            | 6/25/2012           |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**  
**EIN: 34-6516526**  
**TAX YEAR ENDING 12/31/2012**

**ATTACHMENTS PAGE 11 FORM 990-PF**  
**PART XV SUPPLEMENTARY INFORMATION - GRANTS PAID**

| <b>No.</b> | <b>Grantee Organization &amp; Project Description</b>                                                                                           | <b>Grant Amount</b> | <b>Payment Date</b> |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 11         | <b>Cleveland Institute of Music</b><br>Cleveland, OH<br>2012 Annual Fund                                                                        | 5,000.00            | 6/25/2012           |
| 12         | <b>Cleveland International Piano Competition</b><br>Cleveland, OH<br>For Chopin Prize                                                           | 15,000.00           | 6/25/2012           |
| 13         | <b>Eleanor B. Rainey Memorial Institute</b><br>Cleveland, OH<br>Summer Arts Day Camp Program                                                    | 10,000.00           | 7/3/2012            |
| 14         | <b>Ashland University</b><br>Ashland, OH<br>Class of 2009 Scholarship to Ashland University ID<br>#1117383 - Lauren Ruple                       | 3,000.00            | 7/25/2012           |
| 15         | <b>Ashland University</b><br>Ashland, OH<br>Class of 2012 Scholarship to Emily Qualls -<br>Ashland University ID#                               | 3,000.00            | 7/25/2012           |
| 16         | <b>Cleveland State University</b><br>Cleveland, OH<br>Class of 2012 Scholarship to Cleveland State<br>University ID #2574956 - Lillian Jamieson | 3,000.00            | 7/25/2012           |
| 17         | <b>Hiram College</b><br>Hiram, OH<br>Class of 2011 Scholarship to Hiram College ID<br>#300098041 - Megan A. McNulty                             | 3,000.00            | 7/25/2012           |
| 18         | <b>Mercyhurst College</b><br>Erie, PA<br>Class of 2010 Scholarship to Mercyhurst College<br>ID #0531422 - Rachel Endres                         | 3,000.00            | 7/25/2012           |
| 19         | <b>Miami University</b><br>Oxford, OH<br>Class of 2011 Scholarship to Miami University ID<br>01360270 - Elizabeth Kinkopf                       | 3,000.00            | 7/25/2012           |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**  
**EIN: 34-6516526**  
**TAX YEAR ENDING 12/31/2012**

**ATTACHMENTS PAGE 11 FORM 990-PF**  
**PART XV SUPPLEMENTARY INFORMATION - GRANTS PAID**

| <b>No.</b> | <b>Grantee Organization &amp; Project Description</b>                                                                                           | <b>Grant Amount</b> | <b>Payment Date</b> |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 20         | <b>Otterbein University</b><br>Westerville, OH<br>Class of 2012 Scholarship to Hanna Wiley -<br>Otterbein University ID#                        | 3,000.00            | 7/25/2012           |
| 21         | <b>University of Michigan</b><br>Ann Arbor, Michigan<br>Class of 2010 Scholarship to University of<br>Michigan ID #11066540 - Katherine Kinkopf | 3,000.00            | 7/25/2012           |
| 22         | <b>Hiram College</b><br>Hiram, OH<br>Class of 2010 Scholarship to Lauren Sedivy -<br>Hiram College ID #                                         | 3,000.00            | 7/31/2012           |
| 23         | <b>Ohio University</b><br>Dayton, OH<br>Class of 2009 Scholarship to Ohio University ID<br>#KH237908 - Kelly Hoover                             | 3,000.00            | 7/31/2012           |
| 24         | <b>University of Cincinnati</b><br>Cincinnati, OH<br>Class of 2011 Scholarship to Gregory A. Bell -<br>University of Cincinnati ID #            | 3,000.00            | 7/31/2012           |
| 25         | <b>University of Michigan</b><br>Ann Arbor, Michigan<br>Class of 2009 Scholarship to University of<br>Michigan ID #10108588 - Zachary Lyzen     | 3,000.00            | 7/31/2012           |
| 26         | <b>Cleveland Hearing and Speech Center</b><br>Cleveland, OH<br>General Operating Purposes                                                       | 4,000.00            | 9/24/2012           |
| 27         | <b>Geauga Park District Foundation</b><br>Chardon, OH<br>Designated for Observatory Park                                                        | 25,000.00           | 9/24/2012           |

**WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION**

**EIN: 34-6516526**

**TAX YEAR ENDING 12/31/2012**

**ATTACHMENTS PAGE 11 FORM 990-PF**

**PART XV SUPPLEMENTARY INFORMATION - GRANTS PAID**

| <b>No.</b> | <b>Grantee Organization &amp; Project Description</b>                                                         | <b>Grant Amount</b> | <b>Payment Date</b> |
|------------|---------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 28         | University Hospitals Geauga Medical Center<br>Chardon, OH<br>Restricted for The Frohring Breast Imaging Suite | 75,000.00           | 9/24/2012           |
|            | <b>Grand Totals</b>                                                                                           | <b>214,500.00</b>   |                     |

WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION  
EIN: 34-6516526  
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 11 FORM 990-PF  
PART XV SUPPLEMENTARY INFORMATION - GRANTS UNPAID APPROVED FOR FUTURE PAYMENT

| Year                              | Charity, City, State and Purpose             | Amount |
|-----------------------------------|----------------------------------------------|--------|
| <b>Ashland University</b>         |                                              |        |
|                                   | Ashland, OH                                  | 9,000  |
|                                   | Awarded \$12,000 over 48 months              |        |
|                                   | Class of 2012 Scholarship - Emily Qualls     |        |
| <b>Cleveland State University</b> |                                              |        |
|                                   | Cleveland, OH                                | 9,000  |
|                                   | Awarded \$12,000 over 48 months              |        |
|                                   | Class of 2012 Scholarship - Lillian Jamieson |        |
| <b>Hiram College</b>              |                                              |        |
|                                   | Hiram, OH                                    | 3,000  |
|                                   | Awarded \$12,000 over 48 months              |        |
|                                   | Class of 2010 Scholarship - Lauren Sedivy    |        |
| <b>Hiram College</b>              |                                              |        |
|                                   | Hiram, OH                                    | 6,000  |
|                                   | Awarded \$12,000 over 48 months              |        |
|                                   | Class of 2011 Scholarship - Megan A. McNulty |        |
| <b>Mercyhurst College</b>         |                                              |        |
|                                   | Erie, PA                                     | 3,000  |
|                                   | Awarded \$12,000 over 48 months              |        |
|                                   | Class of 2010 Scholarship - Rachel Endres    |        |

WILLIAM O. & GERTRUDE LEWIS FROHRING FOUNDATION  
EIN: 34-6516526  
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 11 FORM 990-PF  
PART XV SUPPLEMENTARY INFORMATION - GRANTS UNPAID APPROVED FOR FUTURE PAYMENT

| Year                                                                                                                                     | Charity, City, State and Purpose | Amount               |
|------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------|
| <b>Miami University</b><br>Oxford, OH<br>Awarded \$12,000 over 48 months<br>Class of 2011 Scholarship - Elizabeth Kinkopf                |                                  | 6,000                |
| <b>Otterbein University</b><br>Westerville, OH<br>Awarded \$12,000 over 48 months<br>Class of 2012 Scholarship - Hanna Wiley             |                                  | 9,000                |
| <b>University of Michigan</b><br>Ann Arbor, Michigan<br>Awarded \$12,000 over 48 months<br>Class of 2010 Scholarship - Katherine Kinkopf |                                  | 3,000                |
| <b>University Hospitals Geauga Medical Center</b><br>Chardon, OH<br>Restricted for The Frohring Breast Imaging Suite                     |                                  | 25,000               |
| <b>University of Cincinnati</b><br>Cincinnati, OH<br>Awarded \$12,000 over 48 months<br>Class of 2011 Scholarship - Gregory A. Bell      |                                  | 6,000                |
| <b>Total Unpaid as of 12/31/2012</b>                                                                                                     |                                  | <u><u>79,000</u></u> |