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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SIDNEY FROHMAN FOUNDATION		A Employer identification number 34-6517809
Number and street (or P.O. box number if mail is not delivered to street address) C/O 422 WEST MARKET STREET	Room/suite	B Telephone number (see instructions) 419-625-4942
City or town, state, and ZIP code SANDUSKY OH 44870		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,091,965	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(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) if certain items are excluded.)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary investments	6,772	5,606		
4 Dividends and interest from securities	121,271	121,271		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-120,437			
b Gross sales price for all assets on line 6a	1,876,209			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	-7,738	-7,738		
12 Total. Add lines 1 through 11	-132	119,139	0	
13 Compensation of officers, directors, trustees, etc.	15,000	7,500		7,500
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE STMT 2	25,089	12,545		12,544
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 3	58,893	58,893		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	1,687	1		
19 Depreciation (attach schedule) and depletion STMT 5	267	267		
20 Occupancy				
21 Travel, conferences, and meetings	2,004	1,002		1,002
22 Printing and publications				
23 Other expenses (att sch) STMT 6	50,833	48,360		2,153
24 Total operating and administrative expenses. Add lines 13 through 23	153,773	128,568	0	23,199
25 Contributions, gifts, grants paid	310,542			310,542
26 Total expenses and disbursements. Add lines 24 and 25	464,315	128,568	0	333,741
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-464,447			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	4,446,162	1,652,504	1,654,782
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 7	4,416,012	6,940,146	7,049,062
	c Investments – corporate bonds (attach schedule) SEE STMT 8	129,212	74,918	84,948
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 9	599,606	452,419	296,615
	14 Land, buildings, and equipment basis ▶ 8,813 Less: accumulated depreciation (attach sch.) ▶ STMT 10 6,413		2,400	2,400
15 Other assets (describe ▶ SEE STATEMENT 11)		4,158	4,158	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,590,992	9,126,545	9,091,965	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	9,590,992	9,126,545	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	9,590,992	9,126,545		
31 Total liabilities and net assets/fund balances (see instructions)	9,590,992	9,126,545		

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	9,590,992
2 Enter amount from Part I, line 27a	2	-464,447
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,126,545
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,126,545

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	MICG PARTNERS K-1 CAPITAL LOSS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,876,209		1,911,689	-35,480
b		84,957	-84,957
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-35,480
b			-84,957
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

-120,437

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in
Part I, line 8

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	488,859	9,603,715	0.050903
2010	423,613	9,461,299	0.044773
2009	419,982	8,977,790	0.046780
2008	571,302	11,122,892	0.051363
2007	637,887	12,644,715	0.050447

2 Total of line 1, column (d)**2**

0.244266

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years**3**

0.048853

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5**4**

9,019,205

5 Multiply line 4 by line 3**5**

440,615

6 Enter 1% of net investment income (1% of Part I, line 27b)**6****7** Add lines 5 and 6**7**

440,615

8 Enter qualifying distributions from Part XII, line 4**8**

333,741

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. 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	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d. SEE STATEMENT 12 (4,158)	7	842
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	842
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 0 Refunded	11	842

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)? 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: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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) OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FLYNN, PY & KRUSE, LPA 165 E WASHINGTON ROW Located at ► SANDUSKY Telephone no. ► 419-625-8324 OH ZIP+4 ► 44870-2726			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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? ☐ N/A **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL C FROHMAN 4940 EXETER DRIVE SUFFOLK VA 23434	TRUSTEE 3.00	5,000	0	4,000
DONALD G KOCH 4416 EAST HARBORS EDGE DR PORT CLINTON OH 43452	TRUSTEE 1.50	5,000	0	0
DONALD J MAZZA 1910 E WATERBERRY HURON OH 44839	TRUSTEE 1.50	5,000	0	0

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,222,110
b	Average of monthly cash balances	1b	2,934,443
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	9,156,553
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,156,553
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	137,348
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,019,205
6	Minimum investment return. Enter 5% of line 5	6	450,960

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	450,960
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	450,960
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	450,960
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	450,960

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	333,741
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	333,741
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	333,741

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				450,960
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			22,466	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 333,741				
a Applied to 2011, but not more than line 2a			22,466	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				311,275
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				139,685
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				310,542
Total			3a	310,542
b Approved for future payment SANDUSKY AREA YMCA 2101 WEST PERKINS AVE SANDUSKY OH 44870 SANDUSKY STATE THEATRE 107 COLUMBUS AVE SANDUSKY OH 44870 WABASH COLLEGE P.O. BOX CRAWFORDSVILLE IN 47933		PC PC OPERATING PC FOREIGN STUDY IMMERSION	HVAC SYSTEM EXPENSES & ENDOWMENT PROGRAM	10,000 60,000 75,000
Total			3b	145,000

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1)** Cash
 - (2)** Other assets
- b** Other transactions:
- (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

KEVIN D. KIEFFER, CPA

KEVIN D. KIEFFER, CPA

08/15/16

**Paid
Preparer
Use Only**

Firm's name ▶ PAYNE NICKLES & COMPANY

PTIN P00569226

Firm's address ▶ 422 W. MARKET ST.
SANDUSKY, OH 44870-2410

Firm's EIN ▶ 34-1664586

Phone no 419-625-4942

Form **990-PF** (2012)

Form 990-PF - General Footnote**Description**

THE FOUNDATION RECEIVED AN AMENDED K-1 FROM MICG PARTNERS LP. THIS RETURN REFLECTS THE UPDATED FIGURES.

34-6517809

Federal Statements

FYE: 12/31/2012

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
K-1 OTHER PORTFOLIO INCOME	\$ 127	127	\$
K-1 CANCELLATION OF DEBT	8,209	8,209	
K-1 OTHER INCOME	299	299	
K-1 ORDINARY BUSINESS LOSS	-16,536	-16,536	
K-1 REAL ESTATE INCOME	163	163	
TOTAL	\$ -7,738	\$ -7,738	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL AND ACCOUNTING	\$ 25,089	\$ 12,545	\$	\$ 12,544
TOTAL	\$ 25,089	\$ 12,545	\$ 0	\$ 12,544

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL MANAGEMENT FEES	\$ 43,973	\$ 43,973	\$	\$
K-1 LEGAL AND PROFESSIONAL	14,920	14,920		
TOTAL	\$ 58,893	\$ 58,893	\$ 0	\$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	\$ 1,686	\$	\$	\$
K-1 FOREIGN TAX PAID	1	1		
TOTAL	\$ 1,687	\$ 1	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	DEPRECIATION	\$	\$			267	\$	\$
TOTAL		\$ 0	\$ 0			267	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
OHIO FILING FEES	200	100		100
MISCELLANEOUS	114	61		53
BOOKKEEPING SERVICES	4,000	2,000		2,000
K-1 INVESTMENT INTEREST EXPEN	108	108		
K-1 PORTFOLIO DEDUCTIONS	2,661	2,661		
K-1 OTHER PORTFOLIO DEDUCTION	1	1		
K-1 OTHER DEDUCTIONS	798	798		
K-1 MISAPPROPRIATION OF ASSET	42,631	42,631		
K-1 NONDEDUCTIBLE EXPENSE	320			
TOTAL	\$ 50,833	\$ 48,360	\$ 0	\$ 2,153

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CENTRAL FUND OF CANADA LTD	\$ 106,719		COST	\$
CURRENCY SHARES EURO TRUST	127,500	127,500	COST	118,650
CURRENCY SHARES JAPAN YEN TRUST	127,519	122,394	COST	116,082
CURRENCY SHARES SWISS FRANC TRUST	105,482	115,964	COST	115,949
GENERAL MOTORS CO	34,689	34,689	COST	8,620
ISHARES TR BARCLAYS 1-3 YEAR CR BOND	236,521	672,745	COST	673,701
ISHARES TR BARCLAYS AGGREGATE BOND F	236,760	669,816	COST	674,367
ISHARES TR BARCLAYS INTERMEDIATE CR	177,454	498,630	COST	505,257
ISHARES COHEN & STEERS REALTY MAJORS	172,048	111,712	COST	145,849
ISHARES COMEX GOLD TRUST ETF	225,575	285,873	COST	332,958
ISHARES FTSE NAREIT RES FD	166,953	121,870	COST	145,685
ISHARES MORNIGNSTAR LARGE GROWTH IND	206,066	80,163	COST	90,500
ISHARES MORNIGNSTAR LARGE VALUE INDE	200,368	200,368	COST	208,883
ISHARES MORNIGNSTAR MID GRWOTH INDEX	178,120	178,120	COST	192,831
ISHARES MORNIGNSTAR MID VALUE INDEX	184,768	145,610	COST	152,183
ISHARES MORNIGNSTAR SMALL GROWTH IND	145,828	145,828	COST	159,076
ISHARES MORNIGNSTAR SMALL VALUE INDE	151,350	117,631	COST	125,067
ISHARES S&P NORTH AMERICA NAT RES	144,867	163,406	COST	148,595
ISHARES SILVER TRUST ETF	106,905	221,635	COST	221,890
PIMCO 1-5 YEAR US TIPS INDEX	206,972	206,972	COST	208,834
SCHWAB SHORT TERM US TREASURY	165,553	165,553	COST	166,115
SCHWAB INTERNATIONAL SCAP ETF	271,505	241,975	COST	226,138
SPDR BARLCAYS ST INTL TREAS BD	159,706	189,496	COST	179,605
VANGUARD FTSE AW EX US ETF	341,525	357,151	COST	339,511
VANGUARD MSCI PACIFIC ETF	107,620	196,171	COST	194,660
WISDOMTREE DREFUS EMERGING CURRENCY	127,630	127,631	COST	117,987
ISHARES S&P EURO 350 INDEX		260,116	COST	266,768
ISHARES S&P MIDCAP GROWTH INDEX		125,386	COST	125,165
ISHARES S&P MIDCAP 400 VALUE INDEX		124,439	COST	124,718
ISHARES S&P SMALLCAP 600 GROWTH FD		178,418	COST	186,569
ISHARES S&P SMALLCAP 600 VALUE FD		95,694	COST	96,362
ISHARES S&P 500 GROWTH INDEX		115,392	COST	124,820
ISHARES S&P 500 VALUE INDEX		125,091	COST	124,614
VANGUARD MSCI EMERGING MARKETS		346,169	COST	352,900
VANGUARD LARGE CAP ETF		70,538	COST	76,563
MOTORS LIQUIDATION CO TRUST			COST	1,590

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	\$ 4,416,012	\$ 6,940,146		\$ 7,049,062

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BOING CAPITAL CORP 6.5%	\$ 54,294			\$
NATIONSBANK CORP 7.75%	74,918	74,918	COST	84,948
TOTAL	\$ 129,212	\$ 74,918		\$ 84,948

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL MOTORS CI A WARRANTS	\$ 22,732	\$ 22,732	COST	\$ 5,324
GENERAL MOTORS CI B WARRANTS	16,959	16,959	COST	3,410
MICG PARTNERS LIMITED PARTNERSHIP	559,915	412,728	COST	287,881
TOTAL	\$ 599,606	\$ 452,419		\$ 296,615

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
COMPUTERS	\$	\$ 8,813	\$ 6,413	\$ 2,400
TOTAL	\$ 0	\$ 8,813	\$ 6,413	\$ 2,400

Federal Statements

FYE: 12/31/2012

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
PREPAID EXCISE TAX	\$ <u> </u>	\$ <u> 4,158 </u>	\$ <u> 4,158 </u>
TOTAL	\$ <u> 0 </u>	\$ <u> 4,158 </u>	\$ <u> 4,158 </u>

Federal Statements

FYE: 12/31/2012

Statement 12 - Form 990-PF, Part VI, Line 7 - Amended Return Payments

<u>Description</u>	<u>Amount</u>
O.R. OVERPAYMENT	\$ <u>-4,158</u>
TOTAL	\$ <u><u>-4,158</u></u>

Federal Statements

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Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
AMERICAN RED CROSS	300 CENTRAL AVENUE			FUNDS FOR OPERATING EXPENSES	10,000
SANDUSKY OH 44870	PC				
BACK TO THE WILD, INC	4504 BARDSHAR ROAD			CHARITABLE PROGRAMS	15,000
CASTALIA OH 44824	PC				
CANCER SERVICES OF ERIE COUNTY	505 E PERKINS AVE			CANCER PATIENT EQUIPMENT & FOOD SUPP	10,000
SANDUSKY OH 44870	PC				
CARE AND SHARE, INC OF ERIE COUNTY	241 JACKSON STREET			FOOD PURCHASES & OPERATING EXPENSES	7,500
SANDUSKY OH 44870	PC				
GOODWILL INDUSTRIES OF ERIE, HURON	419 W MARKET STREET			RIDING MOWER	6,000
SANDUSKY OH 44870	PC				
HURON COMMUNITY SERVICES, INC.	814 SENECA AVENUE			CHARITABLE PROGRAMS FOR ELDERLY	2,000
HURON OH 44839	PC				
NATIONAL SOCIETY TO PREVENT	1500 W 3RD AVE, SUITE 200			SIGHT SAVING PROGRAMS	4,000
COLUMBUS OH 43212	PC				
SAFE HARBOUR DOMESTIC VIOLENCE	P.O. BOX 2616			CHARITABLE PROGRAMS	5,000
SANDUSKY OH 44870	PC				
SALVATION ARMY, HURON UNIT	820 CLEVELAND ROAD EAST			CHRISTMAS PROGRAMS	1,500
HURON OH 44839	PC				
SALVATION ARMY, SANDUSKY UNIT	P.O. BOX 481			CHARITABLE PROGRAMS & OPEARTING EXP	10,000
SANDUSKY OH 44870	PC				
SANDUSKY MAIN STREET ASSOCIATION	300 E WATER ST., STE 1A			SIDEWALK PLANTERS	2,000
SANDUSKY OH 44870	PC				
SANDUSKY STATE THEATRE	107 COLUMBUS AVE			OPERATING EXPENSES	11,250
SANDUSKY OH 44870	PC				
SANDUSKY AREA YMCA	2101 W PERKINS AVE			HVAC SYSTEM	15,000
SANDUSKY OH 44870	PC				
SECOND HARVEST FOOD BANK	7445 DEER TRAIL LANE			FOOD PURCHASES	5,000
LORAIN OH 44053	PC				
STEIN HOSPICE SERVICES, INC	1200 SYCAMORE LINE			CHARITY CARE PROGRAM	5,000
SANDUSKY OH 44870	PC				
TEMPLE OHEB SHALOM	1521 E PERKINS AVENUE			CEMETARY MAINTENANCE	1,200
SANDUSKY OH 44870	PC				
THE ARC OF ERIE COUNTY	4405 GALLOWAY RD			CHARITABLE PROGRAMS FOR DISABLED	5,000
SANDUSKY OH 44870	PC				

Federal Statements

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
THE HURON PLAYHOUSE INC				304 WILLIAM ST, STE F	PC	PRODUCTION COSTS	5,000
HURON OH 44839				416 COLUMBUS AVE	PC	SUPPORT TO CHARITABLE AGENCIES	30,000
UNITED WAY OF ERIE COUNTY, INC				1843 SUPERIOR ST	PC	HELPMATES & OTHER SENIOR PROGRAMS	7,500
SANDUSKY OH 44870				1839 FRANKFORT AVE	PC	EDUCATIONAL MATERIAL FOR BLIND	1,000
VOLUNTEERS OF AMERICA NW OHIO				1 UNIVERSITY DRIVE	PC	EDUCATIONAL PROGRAMS	1,000
SANDUSKY OH 44870				MILETI ALUMNI CENTER	PC	THEATRICAL TRAINING FOR STUDENTS	500
AMERICAN PRINT HOUSE OF THE BLIND				MILETI ALUMNI CENTER	PC	SCHOLARSHIP & NEW CONSTRUCTION	29,000
LOUISVILLE KY 40206				2603 STATE ROUTE 113 E	GOV	SCHOLARSHIP FUND	5,000
BLUFFTON COLLEGE				334 E WASHINGTON STREET	PC	EDUCATION OUTREACH	12,000
BLUFFTON OH 45817				247 COLUMBUS AVE	PC	OPERATING EXPENSE & EDUCATION PROG	2,000
BGSU CARYL CRANE CHILDREN THEATRE				710 CLEVELAND ROAD WEST	GOV	SCHOLARSHIP FUND	5,000
BOWLING GREEN OH 43403				2239 CHEYENNE BLVD	PC	EDUCATIONAL PROGRAMS	5,000
BGSU FOUNDATION INC				209 LOWELL STREET	GOV	SCHOLARSHIP FUND	5,000
BOWLING GREEN OH 43403				10 EDISON DRIVE	PC	EDUCATIONAL PROGRAMS	5,000
EDISON HIGH SCHOOL SCHOLARSHIP				301 JACKSON ST	PC	EDUCATIONAL PROGRAMS	7,500
MILAN OH 44846				800 E 17TH AVE	PC	PRESERVATION OF HISTORICAL COLLECTIO	5,000
FIRELANDS SYMPHONY ORCHESTRA				3714 CAMPBELL STREET	GOV	SCHOLARSHIP FUND	5,000
SANDUSKY OH 44870							
FRIENDS OF MICHAEL'S HOUSE							
SANDUSKY OH 44870							
HURON HIGH SCHOOL SCHOLARSHIP FUND							
HURON OH 44839							
JUNIOR ACHIEVEMENT OF ERIE COUNTY							
TOLEDO OH 43614							
MARGARETTA HIGH SCHOOL SCHOL. FUND							
CASTALIA OH 44824							
MILAN HISTORICAL MUSEUM							
MILAN OH 44846							
MUSEUM OF CAROUSEL ART & HISTORY							
SANDUSKY OH 44870							
OHIO HISTORICAL SOCIETY							
COLUMBUS OH 43211							
PERKINS HIGH SCHOOL SCHOL. FUND							
SANDUSKY OH 44870							

Federal Statements

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
RUTHERFORD B HAYES PRES. CENTER		FREMONT OH 43420		SPIEGEL GROVE	PC	CHARLES E FROHMAN COLLECTION	4,650
SANDUSKY AREA MARITIME ASSOCIATION		SANDUSKY OH 44870		125 MEIGS ST	PC	OFFICE FOR MUSEUM	2,442
SANDUSKY BOARD OF EDUCATION		SANDUSKY OH 44870		407 DECATUR STREET	GOV	EDUCATIONAL PROGRAMS	26,000
SANDUSKY CONCERT ASSOCIATION		SANDUSKY OH 44870		P.O. BX 1537	PC	CONCERT OPERATIONS	1,000
SANDUSKY/ERIE COUNTY COMM. FND		SANDUSKY OH 44870		135 E WASHINGTON ROW	PC	DOLLY PARTON IMAGINATION LIBRARY	5,000
SANDUSKY LIBRARY & FOLLETT HOUSE		SANDUSKY OH 44870		FD 114 W ADAMS ST	PC	EQUIPMENT FOR EDUCATIONAL PROGRAMS	8,500
SANDUSKY ST MARY'S C.C. HIGH SCHOOL		SANDUSKY OH 44870		410 W JEFFERSON ST	PC	SCHOLARSHIP FUND	5,000
VOLUNTEER CENTER OF ERIE COUNTY		SANDUSKY OH 44870		300 CENTRAL AVE, 2 FLOOR	PC	OPERATING EXPENSES	12,000
TOTAL							310,542