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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

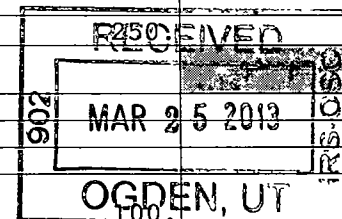
, 2012, and ending

Name of foundation LOUIS L. MANES FOUNDATION		A Employer identification number 34-6555169
Number and street (or P O box number if mail is not delivered to street address) 126 WOLCOTT RD.		B Telephone number (see the instructions) (330) 836-8162
City or town AKRON	State ZIP code OH 44313	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 409,595.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)				
2 ☒ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2.	2.	2.	
4 Dividends and interest from securities	14,947.	14,947.	14,947.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	14,949.	14,949.	14,949.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	850.	850.	850.	
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) 2012 ESTIMATES	250.	250.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
FILING FEES STATE OF OHIO	100.	100.		
24 Total operating and administrative expenses. Add lines 13 through 23	1,200.	1,200.	1,200.	
25 Contributions, gifts, grants paid	19,722.			19,722.
26 Total expenses and disbursements. Add lines 24 and 25	20,922.	1,200.	1,200.	19,722.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,973.			
b Net investment income (if negative, enter -0-)		13,749.		
c Adjusted net income (if negative, enter -0-)			13,749.	



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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	44,348.	12,876.	12,876.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule) L-10a Stmt	51,383.	52,574.	52,351.
	b Investments — corporate stock (attach schedule) L-10b Stmt	0.	0.	0.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	25,002.	25,003.	27,417.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	283,619.	310,591.	316,781.	
14 Land, buildings, and equipment, basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe L-15 Stmt)	195.	170.	170.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	404,547.	401,214.	409,595.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	404,547.	401,214.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	404,547.	401,214.	
	31 Total liabilities and net assets/fund balances (see instructions)	404,547.	401,214.	

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	404,547.
2 Enter amount from Part I, line 27a	2	-5,973.
3 Other increases not included in line 2 (itemize) <u>UNREALIZED APPRECIATION</u>	3	2,640.
4 Add lines 1, 2, and 3	4	401,214.
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	401,214.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	20,000 DISCOVER BK GREENWOOD CD	P	04/16/10	04/16/12
b	333.879 SH OPPENHEIMER GLOBAL ALLOCATION	P	Various	09/14/12
c	1.449 SH OPPENHEIMER GLOBAL ALLOCATION	P	Various	09/14/12
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 20,000.		20,000.	0.
b 4,991.		5,178.	-187.
c 22.		21.	1.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			0.
b			-187.
c 0.	0.	0.	1.
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	-186.
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	-186.

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 (column (b) divided by column (c))
2011	21,755.	389,671.	0.055829
2010	27,096.	395,623.	0.068489
2009	29,517.	387,427.	0.076187
2008	26,041.	437,735.	0.059490
2007	26,982.	491,476.	0.054900

2 Total of line 1, column (d)	2	0.314895
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	0.062979
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	392,748.
5 Multiply line 4 by line 3	5	24,735.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	137.
7 Add lines 5 and 6	7	24,872.
8 Enter qualifying distributions from Part XII, line 4	8	19,722.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 275.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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		3 275.
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-		5 275.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 445.	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7 445.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 170.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 170. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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
4 a 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?	6 X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7 X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OH - Ohio		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8 b X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>BRUCE E. MANES</u> Telephone no <u>(330) 836-8162</u> Located at <u>126 WOLCOTT RD.</u> <u>AKRON</u> <u>OH</u> ZIP + 4 <u>44313</u>			
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 <u>15</u>			
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 <u></u>	16		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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	
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?	1 c	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? If 'Yes,' list the years <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>	☐ Yes ☒ No	
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6 b

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

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

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
MARVIN G. MANES 12511 IMPERIAL ISLE #405 BOYNTON BEACH FL 33437	TRUSTEE	0.00	0.	0.
STEPHEN MANES 10511 E. MONUMENT DR. SCOTTSDALE AZ 85262	TRUSTEE	0.00	0.	0.
BRUCE E. MANES 126 WOLCOTT RD. AKRON OH 44313	TRUSTEE	0.00	0.	0.
See Information about Officers, Directors, Trustees, Etc.				
		0.	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

None

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		

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.

1	NONE	
2		0.
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

1 <u>NONE</u> 2 All other program-related investments See instructions 3		0.
Total. Add lines 1 through 3		None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	370,042.
b	Average of monthly cash balances	1 b	28,687.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	398,729.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	398,729.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,981.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	392,748.
6	Minimum investment return. Enter 5% of line 5	6	19,637.

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	19,637.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	275.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	275.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,362.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,362.
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	19,362.

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	1 a	19,722.
b	Program-related investments — total from Part IX-B	1 b	0.
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,722.
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	19,722.

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.

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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				19,362.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	8,104.			
d From 2010	7,523.			
e From 2011	2,680.			
f Total of lines 3a through e	18,307.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 19,722.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				19,357.
e Remaining amount distributed out of corpus	365.			
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	18,672.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,672.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	8,104.			
c Excess from 2010	7,523.			
d Excess from 2011	2,680.			
e Excess from 2012	365.			

N/A

- NO LIMITATIONS

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 VARIOUS VARIOUS SEE ATTACHED OH 44313		SEE ATTACHE	SEE ATTACHED	19,722.
Total			3 a	19,722.
b Approved for future payment				
Total			3 b	

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ GREGG A. MANES 333 S. MAIN ST. AKRON OH 44308	TRUSTEE 0.00	0.	0.	0.
Person ☒ Business ☐ STACEY A. MANES 4335 FRANCE AVE. S MINNEAPOLIS MN 55410	TRUSTEE 0.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SEE ATTACHED			52,574.	52,351.
Total			52,574.	52,351.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED	0.	0.
Total	0.	0.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED	25,003.	27,417.
Total	25,003.	27,417.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED	310,591.	316,781.
Total	310,591.	316,781.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ESTIMATED TAX DEPOSITS	195.	170.	170.
Total	195.	170.	170.

LOUIS L. MANES FOUNDATION
FORM 990 PF, 2012
PART II, LINES 10 a, b & c & 13

SECURITY	BOOK VALUE 1/1/2012	BOOK VALUE 12/31/2012	FAIR MARKET VALUE 12/31/2012
LINE 10 a			
5,483 787 Oppenheimer Ltd Term Govt FD CL A	51,383	51,383	
<u>127 235 Reinvest Dividends</u>		<u>1,191</u>	
5,611 022 Shares	<u>51,383</u>	<u>52,574</u>	<u>52,351</u>
TOTAL LINE 10 a	<u>51,383</u>	<u>52,574</u>	<u>52,351</u>
LINE 10 b			
No Corporate Stock			
TOTAL LINE 10 b	<u>0</u>	<u>0</u>	<u>0</u>
LINE 10 c			
25,000 Goldman Sachs Group			
5 05% Med Term Notes	25,002	25,003	27,417
TOTAL LINE 10 c	<u>25,002</u>	<u>25,003</u>	<u>27,417</u>

LOUIS L. MANES FOUNDATION
FORM 990 PF, 2012
PART II, LINES 10 a, b & c & 13

	BOOK VALUE	BOOK VALUE	FAIR MARKET
SECURITY	1/1/2012	12/31/2012	VALUE
			12/31/2012
LINE 13			
2,311 878 Invesco Balanced Risk Alloc FD A	29,015	29,015	
<u>119 014 Reinvest Dividends</u>	<u>0</u>	<u>1,481</u>	
2,430 892 Shares	29,015	30,496	30,265
284 146 Templeton Growth FD Class A	5,102	5,102	
<u>5 397 Reinvest Dividends</u>	<u>0</u>	<u>104</u>	
289 543 Shares	5,102	5,206	5,626
252 228 Oppenheimer Global FD CL A	15,265	15,265	
<u>2 943 Reinvest Dividends</u>	<u>0</u>	<u>186</u>	
255 171 Shares	15,265	15,451	16,459
16,042 122 Oppenheimer Global Strat Inc FD A	69,216	69,216	
<u>953 765 Reinvest Dividends</u>	<u>0</u>	<u>4,045</u>	
16,995 887 Shares	69,216	73,261	74,102
333 879 Oppenheimer Global Allocation FD A	5,178	5,178	
<u>1 449 Reinvest Dividends</u>	<u>21</u>	<u>21</u>	
335 328 Shares	5,199	5,199	
Sold 9/14/12	<u>(5,199)</u>	<u>(5,199)</u>	
	(0)	(0)	0
464 095 Oppenheimer Main St FD A	15,073	15,073	
<u>5 030 Reinvest Dividends</u>	<u>0</u>	<u>184</u>	
469 125 Shares	15,073	15,257	17,395
351.768 Franklin Mut Global Discovery FD A	10,545	10,545	
<u>30 983 Reinvest Dividends</u>	<u>0</u>	<u>890</u>	
382 751 Shares	10,545	11,435	10,820
982 424 Franklin Mut Shares FD CL A	20,796	20,796	
<u>18 576 Reinvest Dividends</u>	<u>0</u>	<u>417</u>	
1001 000 Shares	20,796	21,213	22,332
4,887 999 Franklin Low Dur Tot Rtn FD A	51,213	51,213	
<u>155 008 Reinvest Dividends</u>	<u>0</u>	<u>1,578</u>	
5,043 007 Shares	51,213	52,791	51,640
1,516 669 Franklin Global Real Estate FD CL A	10,217	10,217	
<u>48 228 Reinvest Dividends</u>	<u>0</u>	<u>366</u>	
1,564 897 Shares	10,217	10,583	12,112
14,490 086 Franklin Income FD CL A	31,978	31,978	
9,174 312 Purchased		20,000	

LOUIS L. MANES FOUNDATION
FORM 990 PF, 2012
PART II, LINES 10 a, b & c & 13

SECURITY	BOOK VALUE	BOOK VALUE	FAIR MARKET
	1/1/2012	12/31/2012	VALUE 12/31/2012
<u>1,349,122 Reinvest Dividends</u>	<u>0</u>	<u>2,920</u>	
25,013 520 Shares	31,978	54,898	56,030
2,010 05 FS Energy & Power Fund (FSEP)	20,000	20,000	20,000
<u>TOTAL LINE 13</u>	<u>283,619</u>	<u>310,591</u>	<u>316,781</u>

LOUIS L. MANES FOUNDATION
 FORM 990 PF, 2012
 PART IV, CAPITAL GAINS/LOSSES

SECURITY	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN (LOSS)
20,000 Discover Bk Greenwood CD	4-1610	4-16-12	20,000	20,000	0 LT
5.95% Notes	various	9-14-12	4,991	5,178	(187)LT
333.879 Oppenheimer Glogal Alloc.	various	9-14-12	22	21	1 ST
1.449 Oppenheimer Global Alloc.			25,013	25,199	(186)
Line 2, Net Long-Term Gains					<u>0</u>

LOUIS L. MANES FOUNDATION
FORM 990 PF, 2012
PART XV, LINE 3a
GRANTS/CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT

RECIPIENT	STATUS	PURPOSE	AMOUNT
Goucher College Towson, Maryland	Education	Donation	100
Phoenix Symphony Phoenix, Arizona	Public Charitable	Donation	3,782
Scottsdale Center for the Performing Arts Scottsdale, Arizona	Public Charitable	Donation	2,500
Auxiliary Bethesda Memorial Hospital Boynton Beach, Florida	Public Charitable	Donation	200
Jewish Federation of South Palm Beach County Palm Beach, Florida	Public Charitable	Donation	165
Morse Life Foundation West Palm Beach, Florida	Public Charitable	Donation	2,500
Boca Raton Museum of Art Boca Raton, Florida	Public Charitable	Donation	150
Shaw JCC of Akron Akron, Ohio	Public Charitable	Donation	915
The Summit Public Radio Akron, Ohio	Public Charitable	Donation	125
Menorah Park Beachwood, Ohio	Public Charitable	Donation	100
Temple Israel Akron, Ohio	Religious	Donation	2,200
Petrosino Wellness Foundation Akron, Ohio	Public Charitable	Donation	355
Evant Akron, Ohio	Public Charitable	Donation	1,000

**LOUIS L. MANES FOUNDATION
FORM 990 PF, 2012
PART XV, LINE 3a
GRANTS/CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT**

RECIPIENT	STATUS	PURPOSE	AMOUNT
Beth El Congregation Akron, Ohio	Religious	Donation	1,530
Bethesda Hospital Foundation Boynton Beach, Florida	Public Charitable	Donation	1,300
American Red Cross, Grand Canyon Chapter Phoenix, Arizona	Public Charitable	Donation	1,000
Columbus JCC Columbus, Ohio	Public Charitable	Donation	300
Asheville YMCA Asheville, N.C	Public Charitable	Donation	600
Asheville City Schools Foundation Asheville, N.C	Education	Donation	100
Open Hearts of Asheville Asheville, N.C.	Public Charitable	Donation	100
Asheville Area Arts Council Asheville, N.C.	Public Charitable	Donation	100
Slow Food Asheville Barnardsville, N.C	Public Charitable	Donation	100
Medina County Board of DD Medina, Ohio	Public Charitable	Donation	500
Total Current Contributions			19,722