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

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

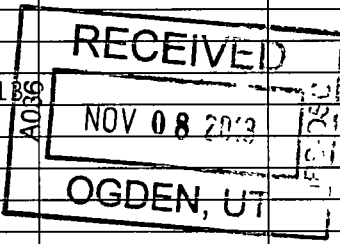
For calendar year 2012 or tax year beginning 06/21, 2012, and ending 12/31, 2012

NOV 3 2012

Name of foundation: WALTER E. TERHUNE MEMORIAL FUND 20
Employer identification number: 35-2446722
Address: 4900 TIEDEMAN RD., OH-01-49-0150
City: BROOKLYN, OH 44144-2032

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).



SCANNED NOV 18 2013

Handwritten initials/signature

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			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	STMT 6	6,889,106.	8,778,244.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		6,889,106.	8,778,244.	
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)			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		6,889,106.	
	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)		6,889,106.		
31	Total liabilities and net assets/fund balances (see instructions)		6,889,106.		

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	
2	Enter amount from Part I, line 27a	2	8,475,649.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,475,649.
5	Decreases not included in line 2 (itemize) ▶ DIFF. BETWEEN FMV AND COST BASIS OF DONATED ASSETS	5	1,586,543.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,889,106.

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				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,687,531.		1,527,218.	160,313.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col. (h))	
(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		
a			160,313.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	160,313.
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

N/A

(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			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 2,458. Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Marked with 'X' for 'Yes' or 'No'.

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 Keybank N A Telephone no (216) 813-4556
Located at 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP+4 44144
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
Keybank N A Three Seagate, Toledo, OH 43604	Trustee 4	26,657.	-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		NONE	NONE	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		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 NONE	
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	

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	8,875,319.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,875,319.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8,875,319.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,130.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,742,189.
6	Minimum investment return. Enter 5% of line 5	6	232,327.

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	232,327.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,735.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,735.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	226,592.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	226,592.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	226,592.

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	420,094.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	420,094.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	420,094.

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				226,592.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007				NONE
b From 2008				NONE
c From 2009				NONE
d From 2010				NONE
e From 2011				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 420,094.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				226,592.
e Remaining amount distributed out of corpus	193,502.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	193,502.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	193,502.			
10 Analysis of line 9				
a Excess from 2008				NONE
b Excess from 2009				NONE
c Excess from 2010				NONE
d Excess from 2011				NONE
e Excess from 2012	193,502.			

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)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 <i>Paid during the year</i> See Attached List	NONE	501 (C) 3	UNRESTRICTED	413,500.
Total ▶ 3a				413,500.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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... 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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here James R. Freedline Jr 11/06/2013 Vice President KEYBANK BY: J R FREEDLINE

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization WALTER E. TERHUNE MEMORIAL FUND 20	Employer identification number 35-2446722
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WALTER E. TERHUNE MEMORIAL FUND 20	Employer identification number 35-2446722
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Walter E Terhune Memorial Endw Trus 4900 Tiedeman Rd OH-01-49-0150 Brooklyn, OH 44144	\$ 10,822.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Walter E Terhune Memorial Endw Trus 4900 Tiedeman Rd OH-01-49-0150 Brooklyn, OH 44144	\$ 8,568,001.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WALTER E. TERHUNE MEMORIAL FUND 20	Employer identification number 35-2446722
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Various Publicly Traded Securities (attached ----- ----- -----	\$ 8,568,001.	06/21/2012
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----

Walter E Terhune Memorial Fund Grants

Date	AMT	NAME	ADDRESS	CITY	STATE	ZIP	Purpose
12/10/2012	\$7,500 00	American Red Cross	1111 Research Drive	Toledo	OH	43614	Emergency Disaster Assistance
11/30/2012	\$20,000 00	Aurora Project Inc	1035 North Superior St	Toledo	OH	43604	operations
11/30/2012	\$10,000 00	Bittersweet Farms	12660 Archbold-Whitehouse Rd	Whitehouse	OH	43571	inground pool
11/30/2012	\$10,000 00	Catholic Charities	1933 Spielbusch	Toledo	OH	43604	Community Services Ministry Family Emergency Guidance
11/30/2012	\$10,000 00	Cherry Street Mission Ministries	105 17th Street	Toledo	OH	43604	operating grant for 2012
11/30/2012	\$5,000 00	Friends of Port Clinton Parks	105 Hayes Avenue	Toledo	OH	43452	commemorating the War of 1812 Bicentennial
11/30/2012	\$10,000 00	Geary Family YMCA of Fostoria OH	154 W Center Street	Fostoria	OH	44830	Grant
11/30/2012	\$20,000 00	Goodwill Industries of Northwest Ohio	626 N Huron St	Toledo	OH	43604	Federal Court Re-Entry Project
11/30/2012	\$5,000 00	Greater Toledo Urban League	7 East Bancroft St	Toledo	OH	43620	search and hire new leader
7/6/2012	\$10,000 00	Imagination Station	1 Discovery Way	Toledo	OH	43614	General Operating
7/6/2012	\$15,000 00	Kids Unlimited	8927 Royal Oak Drive	Holland	OH	43528	After School Programs
8/31/2012	\$2,000 00	Lambie's Legacy	PO Box 1068	Perrysburg	OH	43552	Sponsorship
11/30/2012	\$10,000 00	Little Sisters of the Poor	930 South Wynn Road	Oregon	OH	43616	Senior Center Program for 2012/13
11/30/2012	\$40,000 00	Local Initiatives Support Corp	245 N Superior St. 2nd Floor	Toledo	OH	43604	Grant
11/30/2012	\$25,000 00	Lourdes University	6832 Convent Boulevard	Sylvania	OH	43560	Grant
11/30/2012	\$5,000 00	Oho Foundation of Independent Colleges	250 E Broad St Suite 1700	Columbus	OH	43215	NW OH GraduateNow
12/7/2012	\$5,000 00	Old Trinity Foundation	316 Adams St	Toledo	OH	43604	Restoration of Gardner Bell
11/30/2012	\$25,000 00	Owens Community College	PO Box 10,000	Toledo	OH	43699	Grant
11/30/2012	\$10,000 00	Sandusky State Theatre	107 Columbus Ave	Sandusky	OH	44870	sponsor Nutcracker Ballet
11/30/2012	\$7,500 00	SeaGate Food Bank	526 High St	Toledo	OH	43609	Grant
11/30/2012	\$7,500 00	Sofia Quintero Art and Cultural Center	1225 Broadway	Toledo	OH	43609	Grant
11/30/2012	\$10,000 00	St Pauls Community Center	230 13th Street	Toledo	OH	43604	1/3rd cost of Community Support Specialist
11/30/2012	\$5,000 00	Sunshine Foundation Inc	7223 Mumees Western Rd	Maumee	OH	43537	Grant
7/6/2012	\$3,000 00	The Learning Club of Toledo	1702 Upton Avenue	Toledo	OH	43607	After School Programs
7/6/2012	\$25,000 00	The Library Legacy Fndn	325 Michigan Street	Toledo	OH	43604	Seed to Read Program
11/30/2012	\$15,000 00	Toledo Area Humane Society	1920 Indian Wood Circle	Maumee	OH	43537	Grant
9/10/2012	\$6,000 00	Toledo Area Humane Society	1920 Indian Wood Circle	Maumee	OH	43537	Operational Needs
11/30/2012	\$20,000 00	Toledo Cultural Arts Center	410 Adams Street	Toledo	OH	43604	operating grant to be used over nx 4 yrs
11/30/2012	\$25,000 00	Toledo Museum of Art	PO Box 1013	Toledo	OH	43697	Polishing the Gem Campaign
7/17/2012	\$15,000 00	Toledo Opera Assoc	425 Jefferson Suite 415	Toledo	OH	43604	Grant
7/6/2012	\$10,000 00	United Way of Greater Toledo	424 Jackson St	Toledo	OH	43604	Graduation Coach Program 2012-2013
7/6/2012	\$5,000 00	Veggie U	12304 State Route 13	Milan	OH	44846	Science Kits
11/30/2012	\$10,000 00	Victory Center	5532 W Central Ave Ste B	Toledo	OH	43615	Art Therapy Program
11/30/2012	\$2,500 00	WGTE Public Broadcasting	1270 South Detroit Ave	Toledo	OH	43614	Grant
7/6/2012	\$2,500 00	WGTE Public Broadcasting	1270 South Detroit Ave	Toledo	OH	43614	General Operating
	\$413,500 00	Total Grants					

Walter E Terhune Memorial Fund

CUSIP	Asset Title	Ticker	Units/Shares	Market Value	Fed Cost	Asset Category
G1151C101	ACCENTURE PLC FGN COM CL A	ACN	1,700.00	\$90,491.00	\$91,646.83	COMMON STOCK
G98290102	XL GROUP PLC FGN COM	XL	4,300.00	\$85,011.00	\$80,551.04	COMMON STOCK
375204	ABB LTD SPONS ADR	ABB	3,500.00	\$65,905.00	\$87,605.00	COMMON STOCK
00206R102	AT&T INC COM	T	800	\$24,192.00	\$20,649.00	COMMON STOCK
23135106	AMAZON COM INC COM	AMZN	700	\$121,170.00	\$52,362.03	COMMON STOCK
30420103	AMERICAN WATER WORKS CO INC COM	AWK	2,000.00	\$63,720.00	\$60,239.80	COMMON STOCK
37411105	APACHE CORP COM	APA	1,200.00	\$108,696.00	\$115,486.98	COMMON STOCK
37833100	APPLE INC COM	AAPL	550	\$222,750.00	\$61,887.02	COMMON STOCK
64058100	BANK OF NEW YORK MELLON CORP COM	BK	1,000.00	\$19,910.00	\$26,299.90	COMMON STOCK
64149107	BANK OF NOVA SCOTIA FGN COM	BNS	2,150.00	\$107,091.50	\$100,151.37	COMMON STOCK
67901108	BARRICK GOLD CORP FGN COM	ABX	1,000.00	\$45,250.00	\$51,556.00	COMMON STOCK
97023105	BOEING CO COM	BA	700	\$51,345.00	\$24,734.01	COMMON STOCK
151020104	CELGENE CORP COM	CELG	1,200.00	\$81,120.00	\$67,571.04	COMMON STOCK
191216100	COCA COLA CO COM	KO	1,250.00	\$87,462.50	\$83,194.88	COMMON STOCK
194162103	COLGATE PALMOLIVE CO COM	CL	1,200.00	\$110,868.00	\$65,904.00	COMMON STOCK
20825C104	CONOCOPHILLIPS COM	COP	1,000.00	\$72,870.00	\$65,369.80	COMMON STOCK
22160K105	COSTCO WHOLESALE CORP COM	COST	650	\$54,158.00	\$56,692.94	COMMON STOCK
231021106	CUMMINS INC COM	CMI	1,700.00	\$149,634.00	\$79,673.73	COMMON STOCK
244199105	DEERE & CO COM	DE	600	\$46,410.00	\$5,987.00	COMMON STOCK
253868103	DIGITAL REALTY TRUST INC REIT	DLR	1,000.00	\$66,670.00	\$61,089.80	COMMON STOCK
254687106	WALT DISNEY CO COM	DIS	3,700.00	\$138,750.00	\$83,809.71	COMMON STOCK
25490A101	DIRECTV COM CL A	DTV	1,000.00	\$42,760.00	\$52,619.90	COMMON STOCK
268648102	EMC CORP COM	EMC	1,000.00	\$21,540.00	\$26,880.00	COMMON STOCK
30231G102	EXXON MOBIL CORP COM	XOM	2,400.00	\$203,424.00	\$36,702.27	COMMON STOCK
315616102	F5 NETWORKS INC COM	FFIV	500	\$53,060.00	\$54,540.00	COMMON STOCK
343412102	FLUOR CORP COM	FLR	1,500.00	\$75,375.00	\$91,469.85	COMMON STOCK
38259P508	GOOGLE INC COM CL A	GOOG	200	\$129,180.00	\$77,752.50	COMMON STOCK
423074103	H J HEINZ CO COM	HNZ	900	\$48,636.00	\$48,464.91	COMMON STOCK
42809H107	HESS CORP COM	HES	1,000.00	\$56,800.00	\$55,214.90	COMMON STOCK
458140100	INTEL CORP COM	INTC	5,200.00	\$126,100.00	\$15,031.62	COMMON STOCK
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	EWC	2,343.00	\$62,323.80	\$75,092.92	COMMON STOCK
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	EPP	1,600.00	\$62,288.00	\$69,435.84	COMMON STOCK
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	FIEEM	2,300.00	\$87,262.00	\$79,661.00	COMMON STOCK
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	EFA	4,300.00	\$212,979.00	\$231,082.00	COMMON STOCK
464287507	ISHARES S&P MIDCAP 400 INDEX FD CLOSED-END FUND	IJH	1,500.00	\$131,415.00	\$112,773.10	COMMON STOCK
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	IWM	1,500.00	\$110,625.00	\$103,904.87	COMMON STOCK

Walter E Terhune Memorial Fund

CUSIP	Asset Title	Ticker	Units/Shares	Market Value	Fed Cost	Asset Category
46625H100	JP MORGAN CHASE & CO COM	JPM	2,550.00	\$84,787.50	\$85,221.00	COMMON STOCK
478160104	JOHNSON & JOHNSON COM	JNJ	1,200.00	\$78,696.00	\$11,361.75	COMMON STOCK
48203R104	JUNIPER NETWORKS INC COM	JNPR	1,000.00	\$20,410.00	\$29,378.20	COMMON STOCK
50075N104	KRAFT FOODS INC COM CL A	KFT	2,000.00	\$74,720.00	\$70,331.80	COMMON STOCK
579780206	MCCORMICK & CO INC COM	MKC	1,500.00	\$75,630.00	\$74,524.80	COMMON STOCK
580135101	MCDONALDS CORP COM	MCD	1,000.00	\$100,330.00	\$61,199.95	COMMON STOCK
58155Q103	MCKESSON CORP COM	MCK	500	\$38,955.00	\$40,175.00	COMMON STOCK
59156R108	METLIFE INC COM	MET	800	\$24,944.00	\$32,318.96	COMMON STOCK
594918104	MICROSOFT CORP COM	MSFT	2,700.00	\$70,092.00	\$12,048.00	COMMON STOCK
65339F101	NEXTERA ENERGY INC COM	NEE	1,000.00	\$60,880.00	\$37,259.92	COMMON STOCK
654106103	NIKE INC COM CL B	NKE	600	\$57,822.00	\$55,017.90	COMMON STOCK
66987V109	NOVARTIS AG ADR	NVS	1,300.00	\$74,321.00	\$73,124.87	COMMON STOCK
674599105	OCCIDENTAL PETE CORP DEL COM	OXY	600	\$56,220.00	\$48,751.90	COMMON STOCK
68389X105	ORACLE CORP COM	ORCL	5,500.00	\$141,075.00	\$35,329.32	COMMON STOCK
713448108	PEPSICO INC COM	PEP	1,500.00	\$99,525.00	\$31,066.02	COMMON STOCK
73755L107	POTASH CORP OF SASKATCHEWAN INC FGN COM	POT	1,000.00	\$41,280.00	\$58,215.90	COMMON STOCK
74144T108	T ROWE PRICE GROUP INC COM	TROW	1,300.00	\$74,035.00	\$63,020.97	COMMON STOCK
741503403	PRICELINE COM INC COM	PCLN	150	\$70,156.50	\$49,705.20	COMMON STOCK
742718109	PROCTER & GAMBLE CO COM	PG	1,200.00	\$80,052.00	\$14,136.23	COMMON STOCK
744573106	PUBLIC SERVICE ENTERPRISE GROUP COM	PEG	2,000.00	\$66,020.00	\$64,140.00	COMMON STOCK
747525103	QUALCOMM INC COM	QCOM	750	\$41,025.00	\$40,732.50	COMMON STOCK
78462F103	SPDR S&P 500 ETF TRUST CLOSED-END FUND	SPY	567	\$71,158.50	\$74,928.99	COMMON STOCK
806857108	SCHLUMBERGER LTD FGN COM	SLB	2,500.00	\$170,775.00	\$59,080.51	COMMON STOCK
832696405	SMUCKER J M CO COM	SJM	700	\$54,719.00	\$41,159.93	COMMON STOCK
867224107	SUNCOR ENERGY INC FGN COM	SU	1,500.00	\$43,245.00	\$57,253.95	COMMON STOCK
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	TEVA	2,500.00	\$100,900.00	\$105,728.04	COMMON STOCK
883556102	THERMO FISHER SCIENTIFIC INC COM	TMO	700	\$31,479.00	\$39,561.97	COMMON STOCK
911312106	UNITED PARCEL SERVICE INC COM CL B	UPS	500	\$36,595.00	\$27,169.75	COMMON STOCK
913017109	UNITED TECHNOLOGIES CORP COM	UTX	2,500.00	\$182,725.00	\$136,308.00	COMMON STOCK
92343V104	VERIZON COMMUNICATIONS INC COM	VZ	500	\$20,060.00	\$14,588.92	COMMON STOCK
928563402	VMWARE INC COM CL A	VMW	700	\$58,233.00	\$57,027.84	COMMON STOCK
57071805	BAIRD INTERMEDIATE BOND FUND OPEN-END FUND	BIMIX	13,953.45	\$154,325.20	\$152,333.52	FIXED INCOME
24702RAL5	DELL INC SENIOR NT DTD 09/10/10 2.30% DUE 09/10/15	DELL	100,000.00	\$102,176.00	\$100,700.00	FIXED INCOME
31371LJW0	FANNIE MAE POOL 255077 DTD 12/01/03 5.000% DUE 01/01/08	FN325507	17,691.23	\$19,108.12	\$19,409.98	FIXED INCOME
31380WD76	FANNIE MAE POOL 452026 DTD 11/01/98 6.500% DUE 11/01/08	FN3452026	5,471.18	\$6,254.43	\$12,773.14	FIXED INCOME
31389TU59	FANNIE MAE POOL 635204 DTD 09/01/02 6.00% DUE 09/01/08	FN3635204	8,441.96	\$9,410.42	\$11,629.46	FIXED INCOME

Walter E Terhune Memorial Fund

CUSIP	Asset Title	Ticker	Units/Shares	Market Value	Fed Cost	Asset Category
31402HRZ6	FANNIE MAE POOL 729604 DTD 07/01/03 5 00% DUE 07/01	FN3729604	29,989.67	\$32,391.55	\$29,708.42	FIXED INCOME
36209QFL4	GOVERNMENT NATL MTG ASSN POOL 478171 DTD 06/01	GN147817	945.64	\$1,101.79	\$2,828.74	FIXED INCOME
36211DCA6	GOVERNMENT NATL MTG ASSN POOL 509565 DTD 06/01	GN150956	752.64	\$772.88	\$1,165.92	FIXED INCOME
369604AY9	GENERAL ELECTRIC CO NOTE DTD 01/28/03 5 00% DUE 1/GE		100,000.00	\$104,210.00	\$100,819.00	FIXED INCOME
464287440	ISHARES BARCLAYS7-10YR TREAS BD CLOSED-END FUJIEF		550	\$58,063.50	\$49,514.03	FIXED INCOME
464287457	ISHARES BARCLAYS 1-3 YR TREAS FD CLOSED-END FUJSHY		1,494.00	\$126,243.00	\$125,273.91	FIXED INCOME
464288612	ISHARES BARCLAYS INTER GVT/CR BD CLOSED-END FU GVI		500	\$55,645.00	\$55,385.00	FIXED INCOME
494368AX1	KIMBERLY CLARK CORP NOTE DTD 08/05/03 5 00% DUE 1KMB		100,000.00	\$106,685.00	\$101,762.00	FIXED INCOME
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND IPTTRX		43,443.60	\$472,231.98	\$466,070.44	FIXED INCOME
693391104	PIMCO REAL RETURN FUND OPEN-END FUND INSTL CL PRRIX		13,108.94	\$154,554.43	\$145,266.20	FIXED INCOME
742718DA4	PROCTER & GAMBLE CO NOTE DTD 08/10/04 4 95% DUE PG		100,000.00	\$110,955.00	\$100,859.00	FIXED INCOME
77956H104	T ROWE PRICE INTERNATIONAL BD FD OPEN-END FUND RPIBX		14,851.11	\$144,649.77	\$155,481.15	FIXED INCOME
822582AL6	SHELL INTERNATIONAL FINANCE B V FGN NT DTD 03/25/ RDSALN		100,000.00	\$101,861.00	\$102,589.00	FIXED INCOME
912828AF7	UNITED STATES TREAS NTS INFL IDX DTD 07/15/02 3 00% CM700000		125,946.00	\$128,651.32	\$132,500.58	FIXED INCOME
912828BW9	UNITED STATES TREAS NTS INFL IDX DTD 01/15/04 2 00% CM700000		183,834.00	\$194,676.53	\$188,574.03	FIXED INCOME
921937207	VANGUARD SHORT-TERM BOND INDEX FD OPEN END FU VBISX		4,908.50	\$52,079.22	\$50,569.90	FIXED INCOME
922031703	VANGUARD SHORT TERM TREAS FD OPEN-END FUND VFISX		9,512.38	\$102,638.60	\$103,168.36	FIXED INCOME
92345NAA8	VERIZON VIRGINIA INC NOTE DTD 03/14/03 4 625% DUE (VZ		100,000.00	\$104,117.00	\$98,550.00	FIXED INCOME
931142CN1	WAL-MART STORES INC NOTE DTD 01/23/09 3 00% DUE (WMT		100,000.00	\$105,311.00	\$100,413.00	FIXED INCOME
	Cash Equivalents			\$681,780.70	\$501,157.79	
	Total			\$8,568,000.74	\$6,981,458.22	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST MUTUAL FUNDS OID	83,976. 57,258. 5,944.	83,976. 57,258. 5,944.
TOTAL	147,178.	147,178.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TAX REFUNDS	32,660.
TOTALS	----- 32,660. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	730.			730.
TOTALS	730.	NONE	NONE	730.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ESTIMATED TAX PAID	1,500.	
FOREIGN TAX ON DIVS	738.	738.
	-----	-----
TOTALS	2,238.	738.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

STATE FILING FEE

200.

200.

TOTALS

200.

200.

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED LIST	C	6,889,106.	8,778,244.
TOTALS		6,889,106.	8,778,244.

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2013-01-16
 BUS DATE 2013-01-15
 PAGE 752
 SAR ID TAC000PCRR41

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
 20-10-211-0326760 TERHUNE WALTER E MEMORIAL ENHW 565 R C BRIGGS
 FISCAL YEAR CODE 1231 AS OF 12-31-2012 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
61151C101	ACCENTURE PLC FGN COM CL A	113,050.00	0.00	91,646.83	1,700.000
G98290102	XL GROUP PLC FGN COM	107,758.00	0.00	80,551.04	4,300.000
00078H158	ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND CL I	150,026.22	0.00	154,085.85	4,433.399
00206R102	AT&T INC COM	26,968.00	0.00	20,649.00	800.000
023135106	AMAZON COM INC COM	175,609.00	0.00	52,362.03	700.000
030420103	AMERICAN WATER WORKS CO INC COM	74,260.00	0.00	60,239.80	2,000.000
037833100	APPLE INC COM	292,695.10	0.00	61,887.02	550.000
057071805	BAIRD INTERMEDIATE BOND FUND OPEN-END FUND INSTL CL	159,574.68	0.00	154,091.52	14,109.167
125896100	CHS ENERGY CORP COM	24,380.00	0.00	24,649.90	1,000.000
151020104	CELGENE CORP COM	94,164.00	0.00	67,571.04	1,200.000
166764100	CHEVRON CORP COM	54,070.00	0.00	50,914.90	500.000
172062101	CINCINNATI FINANCIAL CORP COM	78,320.00	0.00	73,559.60	2,000.000
191216100	COCA COLA CO COM	90,625.00	0.00	83,194.88	2,500.000
20825C104	CONOCOPHILLIPS COM	57,990.00	0.00	50,395.02	1,000.000
22160K105	COSTCO WHOLESALE CORP COM	64,174.50	0.00	56,692.94	650.000
231021106	CUMMINS INC COM	184,195.00	0.00	79,673.73	1,700.000
24702RAL5	DELL INC SENIOR NT	102,762.00	0.00	100,700.00	100,000.000

DTD 09/10/10 2.30% DUE 09/10/15

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2013-01-16
 BUS DATE 2013-01-15
 PAGE 753
 SAR ID TAC000PCRR41

BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
 20-10-211-0326760 TERHUNE WALTER E MEMORIAL ENDW 565 R C BRIGGS
 FISCAL YEAR CODE 1231 AS OF 12-31-2012 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
253868103	DIGITAL REALTY TRUST INC REIT	67,890.00	0.00	61,089.80	1,000.000
254687106	WALT DISNEY CO COM	184,223.00	0.00	83,809.71	3,700.000
268648102	EMC CORP COM	25,300.00	0.00	26,880.00	1,000.000
29265N108	ENERGEN CORP COM	45,090.00	0.00	42,593.90	1,000.000
29266R108	ENERGIZER HOLDINGS INC COM	39,990.00	0.00	40,914.50	500.000
30231G102	EXXON MOBIL CORP COM	103,860.00	0.00	18,351.13	1,200.000
307000109	FAMILY DLR STORES INC COM	63,410.00	0.00	66,839.80	1,000.000
31371LJ00	FANNIE MAE POOL 255077 DTD 12/01/03 5.000% DUE 01/01/19	13,313.79	0.00	13,969.88	12,251.130
31380WD76	FANNIE MAE POOL 452026 DTD 11/01/98 6.500% DUE 11/01/28	4,307.09	0.00	10,968.82	3,666.860
31389TU59	FANNIE MAE POOL 635204 DTD 09/01/02 6.00% DUE 09/01/32	9,015.90	0.00	11,259.03	8,071.530
31402HRZ6	FANNIE MAE POOL 729604 DTD 07/01/03 5.00% DUE 07/01/18	21,993.48	0.00	19,956.78	20,238.032
369604Y9	GENERAL ELECTRIC CO NOTE DTD 01/28/03 5.00% DUE 02/01/13	100,381.00	0.00	100,819.00	100,000.000
38259P508	GOOGLE INC COM CL A	141,476.00	0.00	77,752.50	200.000
458140100	INTEL CORP COM	107,224.00	0.00	15,031.62	5,200.000
459200101	INTERNATIONAL BUSINESS MACHS COM	36,310.00	0.00	37,861.94	200.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	102,005.00	0.00	79,661.00	2,300.000

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 ACCOUNT NAME 565 R C BRIGGS
 TAX ANALYST/NAME 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
464287440	ISHARES BARCLAYS7-10YR TREAS BD CLOSED-END FUND	59,119.50	0.00	49,514.03	550.000
464287457	ISHARES BARCLAYS 1-3 YR TREAS FD CLOSED-END FUND	126,123.48	0.00	125,273.91	1,494.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	244,498.00	0.00	231,082.00	4,300.000
464287507	ISHARES CORE S&P MID-CAP ETF CLOSED-END FUND	253,843.20	0.00	213,358.94	2,496.000
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	280,356.69	0.00	254,722.69	3,325.000
464288612	ISHARES BARCLAYS INTER GVT/CR BD CLOSED-END FUND	56,205.05	0.00	55,385.00	500.000
46625H100	JP MORGAN CHASE & CO COM	112,121.21	0.00	85,221.00	2,550.000
478160104	JOHNSON & JOHNSON COM	84,120.00	0.00	11,361.75	1,200.000
494368AX1	KIMBERLY CLARK CORP NOTE DTD 08/05/03 5.00% DUE 08/15/13	102,975.00	0.00	101,762.00	100,000.000
50076Q106	KRAFT FOODS GROUP INC COM	30,283.02	0.00	24,650.00	666.000
526057104	LENNAR CORP COM	46,404.00	0.00	43,847.88	1,200.000
57636Q104	MASTERCARD INC COM CL A	98,256.00	0.00	83,694.00	200.000
579780206	MCCORMICK & CO INC COM	95,295.00	0.00	74,524.80	1,500.000
580135101	MCDONALDS CORP COM	88,210.00	0.00	61,199.95	1,000.000
58155Q103	MCKESSON CORP COM	48,480.00	0.00	40,175.00	500.000
58933Y105	MERCK & CO INC COM	36,846.00	0.00	40,166.91	900.000
59156R108	METLIFE INC COM	26,352.00	0.00	32,318.96	800.000

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 20-10-211-0326760 TERRHUNE WALTER E MEMORIAL ENDW 565 R C BRIGGS
 FISCAL YEAR CODE 1231 AS OF 12-31-2012 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
594918104	MICROSOFT CORP COM	72,116.19	0.00	12,048.00	2,700.000
617446448	MORGAN STANLEY COH	47,800.00	0.00	42,399.75	2,500.000
651639106	NEWMONT MINING CORP COM	69,660.00	0.00	67,259.85	1,500.000
654106103	NIKE INC COM CL B	61,920.00	0.00	55,017.90	1,200.000
655844108	NORFOLK SOUTHERN CORP COM	30,920.00	0.00	34,670.00	500.000
66987V109	NOVARTIS AG ADR	82,290.00	0.00	73,124.87	1,300.000
674599105	OCCIDENTAL PETE CORP DEL COM	45,966.00	0.00	48,751.90	600.000
68389X105	ORACLE CORP COM	183,260.00	0.00	35,329.32	5,500.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	652,577.20	0.00	631,431.60	58,058.470
693391104	PIMCO REAL RETURN FUND OPEN-END FUND INSTL CL	164,377.56	0.00	148,854.59	13,396.704
713446108	PEPSICO INC COM	102,645.00	0.00	31,066.02	1,500.000
717081103	PFIZER INC COM	37,618.95	0.00	38,279.70	1,500.000
718546104	PHILLIPS 66 COM	53,100.00	0.00	30,714.73	1,000.000
74005P104	PRAXAIR INC COM	32,835.00	0.00	31,217.88	300.000
74144T108	T ROWE PRICE GROUP INC COM	84,652.23	0.00	63,020.97	1,300.000
741503403	PRICELINE.COM INC COM	93,058.50	0.00	49,705.20	150.000
742718DA4	PROCTER & GAMBLE CO NOTE DTD 08/10/04 4.95% DUE 08/15/14	107,407.00	0.00	100,859.00	100,000.000

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TAX ANALYST/NAME
 565 R C BRIGGS
 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
742718109	PROCTER & GAMBLE CO COM	81,468.00	0.00	14,136.23	1,200.000
747525103	QUALCOMM INC COM	46,394.70	0.00	40,732.50	750.000
7495200A1	KT SHORT TERM DEPOSIT FUND	438,891.95	25,703.33	464,595.28	464,595.280
760759100	REPUBLIC SERVICES INC COM CL A	43,995.00	0.00	38,009.85	1,500.000
77956H104	T ROME PRICE INTERNATIONAL BD FD OPEN-END FUND	149,996.17	0.00	155,481.15	14,851.106
78462F103	SPDR S&P 500 ETF TRUST CLOSED-END FUND	80,746.47	0.00	74,928.99	567.000
806857108	SCHLUMBERGER LTD FGN COM	86,623.25	0.00	11,144.54	1,250.000
822582A16	SHELL INTERNATIONAL FINANCE B V FGN NT DTD 03/25/10 1.875% DUE 03/25/13	100,357.00	0.00	102,589.00	100,000.000
855244109	STARBUCKS CORP COM	69,719.00	0.00	66,715.87	1,300.000
867914103	SUNTRUST BANKS INC COM	28,350.00	0.00	27,109.90	1,000.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	93,350.00	0.00	105,728.04	2,500.000
883556102	THERMO FISHER SCIENTIFIC INC COM	44,646.00	0.00	39,561.97	700.000
911312106	UNITED PARCEL SERVICE INC COM CL B	36,865.00	0.00	27,169.75	500.000
912828BW9	UNITED STATES TREAS NTS INFL IDX DTD 01/15/04 2.00% DUE 01/15/14	193,786.28	0.00	192,526.53	187,786.500
913017109	UNITED TECHNOLOGIES CORP COM	205,025.00	0.00	136,308.00	2,500.000
921937207	VANGUARD SHORT-TERM BOND INDX FD OPEN END FUND MUTUAL FUND	52,334.68	0.00	50,727.03	4,923.300
922031703	VANGUARD SHORT TERM TREAS FD OPEN-END FUND	102,905.83	0.00	103,911.39	9,581.548

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 565 R C BRIGGS
 216-813-4521

ACCOUNT NAME
 TERHUNE WALTER E MEMORIAL
 AS OF 12-31-2012

BK-RG-OFF-ACCOUNT
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
92343V104	VERIZON COMMUNICATIONS INC COM	21,635.00	0.00	14,588.92	500.000
928563402	VMWARE INC COM CL A	65,898.00	0.00	57,027.84	700.000
931142CNI	WAL-MART STORES INC NOTE DTD 01/23/09 3.00% DUE 02/03/14	102,917.00	0.00	100,413.00	100,000.000
949746101	WELLS FARGO CO COM	44,434.00	0.00	43,185.87	1,300.000
989701107	ZIONS BANCORP COM	32,100.00	0.00	29,880.00	1,500.000
*** TOTAL ***		8,752,540.87	25,703.33	6,889,106.26	1,516,361.026

Statement 6

RECIPIENT NAME:

Keybank N A, Foundations and Endowments Group

ADDRESS:

P O Box 10099

Toledo, OH 43699-0099

RECIPIENT'S PHONE NUMBER: 419-259-8218

FORM, INFORMATION AND MATERIALS:

Submit in writing: statement of purpose & history of organization,
description of project and duration, amount requested, budget,
current tax exempt status, list of board members, financial statements

SUBMISSION DEADLINES:

March 31 and September 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Awards are given based on educational, literary, scientific,
and other charitable causes.

FORM, INFORMATION AND MATERIALS:

affirmative action policy and/or statement of nondiscrimination,
and any other information that will assist the Committee.