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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
CHRISTMAN ANNE KILCAWLEY FDN 450033014

A Employer identification number
35-6735706

Number and street (or P O box number if mail is not delivered to street address)
C/O FARMERS TRUST CO 42 MCCLURG R

Room/suite

B Telephone number (see instructions)
(330) 743-7000

City or town, state, and ZIP code
YOUNGSTOWN, OH 44512

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 44,043,313

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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	135	135		
	4	Dividends and interest from securities	1,164,224	1,164,224		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,497,655			
	b	Gross sales price for all assets on line 6a 38,361,316				
	7	Capital gain net income (from Part IV, line 2)		1,497,655		
	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)				
	12	**Total.** Add lines 1 through 11	2,662,014	2,662,014		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	283,498	198,449		85,049
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)	5,595	2,797	0	2,797
	b	Accounting fees (attach schedule)	2,530	633	0	1,898
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	32,770	5,070		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	884			884
	24	**Total operating and administrative expenses.** Add lines 13 through 23	325,277	206,949	0	90,628
	25	Contributions, gifts, grants paid	2,931,348			2,931,348
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,256,625	206,949	0	3,021,976
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-594,611			
	b	**Net investment income** (if negative, enter -0-)		2,455,065		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	-300,126		
	2	Savings and temporary cash investments	1,928,124	408,342	408,342
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach 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)	8,137,549	3,719,999	3,715,825
	b	Investments—corporate stock (attach schedule)	15,366,543	15,997,107	22,695,441
	c	Investments—corporate bonds (attach schedule)	8,049,940	6,076,430	6,229,187
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,038,823	10,363,792	10,994,518
	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)	37,220,853	36,565,670	44,043,313
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	37,220,853	36,565,670	
	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 page 17 of the instructions)	37,220,853	36,565,670	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	37,220,853	36,565,670	

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	37,220,853
2	Enter amount from Part I, line 27a	2	-594,611
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	36,626,242
5	Decreases not included in line 2 (itemize) ▶	5	60,572
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	36,565,670

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	1,497,655
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 page 18 of 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	1,870,603	43,039,230	0 043463
2010	1,778,529	39,114,599	0 04547
2009	1,553,558	36,394,455	0 042687
2008	1,091,469	29,116,659	0 037486
2007	1,126,816	29,515,903	0 038177

2	**Total** of line 1, column (d).	2	0 207283
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 041457
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	43,690,699
5	Multiply line 4 by line 3.	5	1,811,285
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,551
7	Add lines 5 and 6.	7	1,835,836
8	Enter qualifying distributions from Part XII, line 4.	8	3,021,976

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	24,551
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	24,551
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	24,551
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 35,175		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	35,175
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
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	10,624
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 10,624 **Refunded** ▶	11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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*	7	Yes	
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*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶NONE

14 The books are in care of ▶FARMERS TRUST COMPANY Telephone no ▶(330) 743-7000

Located at ▶42 MCCLURG ROAD YOUNGSTOWN OH ZIP +4 ▶44512

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?	16		No

See 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.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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? **6b** 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? **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
FARMERS TRUST COMPANY 42 MCCLURG ROAD YOUNGSTOWN, OH 44512	CO-TRUSTEE 2	225,710		
HERBERT H PRIDHAM 330 OVERBROOK DRIVE CANFIELD, OH 44406	CO-TRUSTEE 1	57,788		

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. . . . . ▶		0

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	
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	
2	
All other program-related investments See page 24 of the 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	43,386,781
b	Average of monthly cash balances	1b	969,259
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	44,356,040
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	44,356,040
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	665,341
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,690,699
6	**Minimum investment return.** Enter 5% of line 5	6	2,184,535

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

1	Minimum investment return from Part X, line 6			1	2,184,535
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,551		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	24,551
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,159,984
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	2,159,984
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,159,984

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	3,021,976
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,021,976
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	24,551
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,997,425

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				2,159,984
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			355,752	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,021,976				
a Applied to 2011, but not more than line 2a			355,752	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				2,159,984
e Remaining amount distributed out of corpus	506,240			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	506,240			
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.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
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	506,240			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 506,240				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

b Check box to indicate whether the organization 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 Additional Data Table				
Total . . . . ▶ **3a**				2,931,348
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	135	
4 Dividends and interest from securities. . . .			14	1,164,224	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,497,655	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,662,014	

13 Total. Add line 12, columns (b), (d), and (e). 13 2,662,014

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2013-05-08	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ 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 EIN	
Firm's address			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
145000 AT&T INC 6 700% 11/15/13		2011-04-07	2012-06-29
73000 AT&T INC 2 400% 08/15/16		2011-09-20	2012-02-08
5000 AT&T INC 1 600% 02/15/17		2012-02-08	2012-02-17
338000 AT&T INC 1 600% 02/15/17		2012-02-08	2012-06-12
175000 AT&T INC 1 700% 06/01/2017		2012-06-11	2012-07-10
180000 AT&T INC 1 700% 06/01/2017		2012-06-11	2012-07-19
196000 AT&T INC 1 700% 06/01/2017		2012-06-11	2012-07-27
204000 ANHEUSER-BUSCH 1 375% 07/15/17		2012-07-11	2012-08-07
124000 APACHE CORP 1 750% 04/15/17		2012-04-03	2012-05-07
150000 BANK NEW YORK MELLON CORP 1 200% 02/20/15		2012-02-13	2012-05-22
145000 BERKSHIRE HATHAWAY FINANCE CORP 4 850% 01/15/15		2011-04-11	2012-03-07
102000 BERKSHIRE HATHAWAY FINANCE CORP 1 600% 05/15/17		2012-05-08	2012-07-30
105000 BERKSHIRE HATHAWAY INC 1 900% 01/31/2017		2012-01-24	2012-05-08
217000 BLACKROCK INC 2 250% 12/10/12		2011-04-07	2012-05-22
162000 BLACKROCK INC 4 250% 05/24/21		2011-05-19	2012-05-23
183000 BLACKROCK INC 3 375% 06/01/22		2012-05-23	2012-09-10
56000 BLACKROCK INC 1 375% 06/01/15		2012-05-22	2012-09-04
333000 BOEING CAPITAL CORP 2 125% 08/15/16		2011-12-02	2012-02-01
3500 CATERPILLAR INC DEL COM		2009-03-06	2012-09-21
116000 CISCO SYS INC 3 150% 03/14/17		2011-04-06	2012-02-14
113000 CITIGROUP INC 5 375% 08/09/20		2011-04-04	2012-09-19
139000 CITIGROUP INC 4 500% 01/14/22		2012-06-29	2012-09-06
232000 COOPERATIEVE CENTRALE RAIFFEI 2 125% 10/13/15		2011-04-05	2012-09-10
77000 DIAGEO CAPITAL PLC 1 500% 05/11/17		2012-05-08	2012-06-20
139000 EOG RESOURCES INC 2 625% 03/15/23		2012-09-05	2012-10-04
84000 EBAY INC 1 350% 07/15/17		2012-07-19	2012-08-16
13000 FEDERAL NATIONAL MORTGAGE ASSOC 1 125% 06/27/14		2012-07-17	2012-08-16
1327000 FEDERAL NATIONAL MORTGAGE ASSOC 1 125% 06/27/14		2011-05-12	2012-08-16
390000 GENERAL ELECTRIC CAPITAL CORP 2 150% 01/09/15		2012-01-04	2012-01-24
502000 GENERAL ELECTRIC CAPITAL CORP 1 625% 07/02/15		2012-09-04	2012-11-06

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(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)
350000 GLAXOSMITHKLINE CAPITAL 1 500% 05/08/17		2012-05-02	2012-07-30
111000 GOLDMAN SACHS GROUP INC 6 000% 06/15/20		2011-04-04	2012-09-21
29000 GOLDMAN SACHS GROUP INC 5 250% 07/27/21		2011-07-22	2012-01-19
45000 GOLDMAN SACHS GROUP INC 5 750% 01/24/22		2012-01-19	2012-09-21
320000 IL ST GENL PURPOSE TAXABLE 4 071% 01/01/14		2012-11-09	2012-11-26
27100 ISHARES COMEX GOLD		2008-09-25	2012-03-22
15500 ISHARES COMEX GOLD		2008-09-25	2012-05-01
15500 ISHARES COMEX GOLD		2008-09-25	2012-12-24
2437 ISHARES S&P MIDCAP 400		2011-02-11	2012-12-24
166000 JPMORGAN CHASE & CO 1 875% 03/20/15		2012-03-14	2012-10-15
25000 J P MORGAN CHASE & CO		2009-06-10	2012-04-19
3000 JPMORGAN CHASE & CO 3 450% 03/01/16		2011-09-20	2012-08-13
218000 JPMORGAN CHASE & CO 3 450% 03/01/16		2011-04-05	2012-08-13
158000 KIMBERLY CLARK CORP 2 400% 03/01/22		2012-02-06	2012-03-01
418000 MICROSOFT CORP 2 500% 02/08/16		2011-04-15	2012-01-09
163000 MORGAN STANLEY 5 500% 07/28/21		2011-07-28	2012-10-01
163000 NORTHERN TRUST CORP 2 375% 08/02/22		2012-07-30	2012-11-28
353000 ROYAL BANK OF CANADA 1 150% 03/13/15		2012-03-07	2012-07-11
261000 SHELL INTERNATIONAL FIN 3 100% 06/28/15		2011-04-11	2012-07-12
393000 SHELL INTERNATIONAL 1 125% 08/21/17		2012-08-14	2012-09-24
172000 STATE STREET CORP 4 375% 03/07/21		2011-04-13	2012-03-23
249000 STATE STREET CORP 4 375% 03/07/21		2011-04-13	2012-09-10
304000 STATOILHYDRO ASA 5 250% 04/15/19		2011-04-08	2012-09-06
5000 TOTAL CAPITAL INTL SA 1 500% 02/17/17		2012-02-14	2012-02-17
208000 TOTAL CAPITAL INTL SA 1 500% 02/17/17		2012-02-14	2012-06-21
466000 TOTAL CAPITAL INTL SA 1 550% 06/28/2017		2012-06-21	2012-09-06
179000 TOYOTA MOTOR CREDIT CORP 2 000% 09/15/16		2011-09-08	2012-05-17
202000 TOYOTA MOTOR CREDIT CORP 1 250% 11/17/14		2011-11-14	2012-02-14
3000 TOYOTA MOTOR CREDIT CORP 1 000% 02/17/15		2012-02-14	2012-02-17
265000 TOYOTA MOTOR CREDIT CORP 1 000% 02/17/15		2012-02-14	2012-07-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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497000 TOYOTA MOTOR CREDIT CORP 1 750% 05/22/17		2012-05-17	2012-09-06
118000 TOYOTA MOTOR CREDIT CORP 0 875% 07/17/15		2012-07-16	2012-09-25
134000 TOYOTA MOTOR CREDIT CORP 1 250% 1/05/17		2012-10-02	2012-12-06
64000 U S TREASURY BOND 2 750% 08/15/42		2012-10-12	2012-11-30
1000 U S TREASURY NOTE 3 125% 08/31/13		2011-04-28	2012-09-06
240000 U S TREASURY NOTE 3 125% 08/31/13		2011-04-28	2012-09-13
20000 U S TREASURY NOTE 3 125% 08/31/13		2011-04-28	2012-09-13
15000 U S TREASURY NOTE 3 125% 08/31/13		2012-07-17	2012-11-09
47000 U S TREASURY NOTE 3 125% 08/31/13		2011-04-28	2012-11-09
137000 U S TREASURY NOTE 1 750% 03/31/14		2012-10-31	2012-11-20
117000 U S TREASURY NOTE 1 375% 11/15/12		2011-05-13	2012-07-17
663000 U S TREASURY NOTE 1 375% 11/15/12		2011-06-28	2012-08-08
44000 U S TREASURY NOTE 1 375% 11/15/12		2011-04-21	2012-08-17
914000 U S TREASURY NOTE 1 375% 11/15/12		2012-07-17	2012-09-06
751000 U S TREASURY NOTE 1 375% 11/15/12		2011-04-21	2012-09-06
385000 U S TREASURY NOTE 1 000% 04/30/12		2011-06-28	2012-01-04
109000 U S TREASURY NOTE 1 000% 04/30/12		2011-06-28	2012-02-08
188000 U S TREASURY NOTE 1 000% 04/30/12		2011-06-28	2012-03-08
1370000 U S TREASURY NOTE 1 000% 04/30/12		2011-12-07	2012-04-17
363000 U S TREASURY NOTE 1 250% 10/31/15		2011-09-02	2012-04-17
333000 U S TREASURY NOTE 1 250% 10/31/15		2011-09-02	2012-05-02
234000 U S TREASURY NOTE 1 250% 10/31/15		2011-09-02	2012-05-17
302000 U S TREASURY NOTE 1 250% 10/31/15		2011-12-13	2012-06-12
1915000 U S TREASURY NOTE 1 250% 10/31/15		2012-07-17	2012-09-06
15000 U S TREASURY NOTE 0 750% 03/31/13		2012-03-23	2012-06-21
400000 U S TREASURY NOTE 0 750% 03/31/13		2012-03-23	2012-09-11
160000 U S TREASURY NOTE 0 750% 03/31/13		2012-07-17	2012-09-12
17000 U S TREASURY NOTE 0 750% 03/31/13		2012-06-29	2012-10-05
15000 U S TREASURY NOTE 0 750% 03/31/13		2012-06-29	2012-10-15
718000 U S TREASURY NOTE 0 750% 03/31/13		2012-09-18	2012-11-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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14000 U S TREASURY NOTE 1 500% 07/31/16		2011-12-13	2012-01-19
359000 U S TREASURY NOTE 1 500% 07/31/16		2011-12-13	2012-02-06
248000 U S TREASURY NOTE 1 500% 07/31/16		2011-12-13	2012-02-09
75000 U S TREASURY NOTE 1 500% 07/31/16		2011-08-04	2012-03-23
2401000 U S TREASURY NOTE 0 500% 05/31/13		2012-08-16	2012-09-06
1932000 U S TREASURY NOTE 0 500% 05/31/13		2012-10-23	2012-11-19
158000 U S TREASURY NOTE 5000% 08/15/14		2011-09-13	2012-03-14
714000 U S TREASURY NOTE 5000% 08/15/14		2012-07-17	2012-09-06
375000 U S TREASURY NOTE 5000% 08/15/14		2011-08-23	2012-09-06
130000 U S TREASURY NOTE 1 500% 08/31/18		2012-03-23	2012-04-03
58000 U S TREASURY NOTE 1 500% 08/31/18		2012-03-23	2012-04-17
270000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2012-12-11
428000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2012-12-13
63000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2012-12-18
73000 U S TREASURY NOTE 0 875% 04/30/17		2012-05-07	2012-05-09
59000 U S TREASURY NOTE 0 875% 04/30/17		2012-05-07	2012-05-17
248000 U S TREASURY NOTE 0 625% 05/31/17		2012-06-12	2012-06-22
325000 U S TREASURY NOTE 0 625% 05/31/17		2012-06-28	2012-06-29
384000 U S TREASURY NOTE 0 625% 05/31/17		2012-07-27	2012-08-15
517000 U S TREASURY NOTE 0 625% 05/31/17		2012-08-08	2012-09-06
144000 U S TREASURY NOTE 0 625% 05/31/17		2012-08-08	2012-10-03
96000 U S TREASURY NOTE 0 625% 05/31/17		2012-08-08	2012-10-17
192000 U S TREASURY NOTE 0 625% 05/31/17		2012-08-08	2012-10-19
192000 U S TREASURY NOTE 0 500% 07/31/17		2012-09-18	2012-09-20
414000 U S TREASURY NOTE 0 500% 07/31/17		2012-09-26	2012-11-29
113000 U S TREASURY NOTE 0 500% 07/31/17		2012-08-13	2012-11-30
137000 U S TREASURY NOTE 1 625% 08/15/22		2012-10-04	2012-11-05
160000 U S TREASURY NOTE 1 000% 08/31/19		2012-09-12	2012-09-19
143000 U S TREASURY NOTE 0 750% 10/31/17		2012-11-06	2012-12-05
127000 U S TREASURY NOTE 0 750% 10/31/17		2012-11-06	2012-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
190000 U S TREASURY NOTE 0 750% 10/31/17		2012-12-13	2012-12-18
90000 UNITED TECHNOLOGIES CORP 1 200% 06/01/15		2012-05-24	2012-06-15
95000 UNITEDHEALTH GROUP INC 1 400% 10/15/17		2012-10-17	2012-11-02
178000 VERIZON COMMUNICATIONS 3 500% 11/01/21		2011-10-27	2012-09-19
255000 WAL MART STORES 5 625% 04/15/41		2012-09-20	2012-10-12
158000 WAL MART STORES 4 250% 04/15/21		2011-04-11	2012-03-01
235000 WAL MART STORES 4 250% 04/15/21		2011-04-11	2012-09-27
113000 WALGREEN CO 1 000% 03/13/15		2012-09-10	2012-10-23
414000 WELLS FARGO & CO 2 625% 12/15/16		2011-12-05	2012-02-13
249000 WELLS FARGO & CO 1 250% 02/13/15		2012-02-13	2012-06-20
331000 WELLS FARGO & CO 3 500% 03/08/22		2012-03-01	2012-09-06
261000 WELLS FARGO & CO 1 500% 07/01/15		2012-06-20	2012-09-04
346000 WESTPAC BANKING CORP 2 250% 11/19/12		2011-04-18	2012-03-22
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
156,722		163,382	-6,660
75,878		72,961	2,917
4,980		4,994	-14
338,044		337,594	450
178,026		174,661	3,365
184,754		179,651	5,103
200,812		195,620	5,192
205,587		203,412	2,175
126,013		123,644	2,369
150,674		149,864	810
161,708		158,211	3,497
104,097		101,921	2,176
107,021		104,995	2,026
219,007		221,279	-2,272
176,460		161,073	15,387
192,498		182,736	9,762
57,014		55,936	1,078
347,759		338,128	9,631
319,851		85,304	234,547
126,667		115,421	11,246
129,799		117,268	12,531
147,776		142,824	4,952
235,510		224,404	11,106
77,263		76,661	602
142,000		138,140	3,860
83,897		83,952	-55
13,200		13,207	-7
1,347,383		1,325,142	22,241
396,213		389,594	6,619
510,820		509,209	1,611

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
356,171		348,744	7,427
127,871		118,616	9,255
28,523		28,984	-461
51,694		44,939	6,755
330,611		329,995	616
431,153		232,561	198,592
250,023		133,014	117,009
249,290		133,014	116,276
247,486		212,415	35,071
169,599		165,884	3,715
1,085,773		758,777	326,996
3,181		3,073	108
231,150		217,564	13,586
155,878		155,589	289
444,769		420,880	23,889
180,265		166,351	13,914
162,984		162,539	445
354,998		352,887	2,111
279,693		266,685	13,008
394,120		390,740	3,380
189,418		171,432	17,986
287,080		248,178	38,902
365,353		329,703	35,650
4,971		4,978	-7
208,212		207,093	1,119
473,125		465,129	7,996
183,389		178,071	5,318
204,565		201,556	3,009
2,995		2,996	-1
267,160		264,603	2,557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
509,420		495,181	14,239
118,549		117,937	612
134,883		133,922	961
63,680		62,925	755
1,029		1,056	-27
246,684		253,398	-6,714
20,558		21,116	-558
15,347		15,488	-141
48,087		49,624	-1,537
139,772		139,879	-107
117,475		118,742	-1,267
665,175		672,757	-7,582
44,129		44,612	-483
916,142		922,470	-6,328
752,760		761,446	-8,686
386,142		387,573	-1,431
109,221		109,728	-507
188,227		189,256	-1,029
1,370,477		1,377,338	-6,861
371,833		372,317	-484
341,428		341,547	-119
240,005		240,006	-1
310,009		309,759	250
1,967,513		1,964,987	2,526
15,063		15,079	-16
401,297		402,111	-814
160,525		160,711	-186
17,048		17,066	-18
15,041		15,059	-18
719,515		720,456	-941

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,463		14,449	14
372,602		370,514	2,088
256,456		253,186	3,270
76,758		76,295	463
2,406,627		2,408,100	-1,473
1,935,622		1,936,483	-861
158,037		158,692	-655
717,291		717,156	135
376,729		376,466	263
129,786		129,985	-199
58,913		57,993	920
269,800		269,757	43
427,732		427,615	117
62,963		62,943	20
73,485		73,360	125
59,422		59,291	131
246,507		246,896	-389
323,628		323,763	-135
381,735		384,174	-2,439
516,758		515,571	1,187
144,456		143,483	973
95,621		95,655	-34
191,295		191,310	-15
190,560		190,380	180
412,450		410,925	1,525
112,565		111,857	708
136,320		136,443	-123
158,319		158,238	81
144,056		143,266	790
127,814		126,980	834

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
189,963		190,727	-764
91,076		89,950	1,126
95,558		94,886	672
195,143		176,590	18,553
347,103		334,749	12,354
180,491		156,971	23,520
276,261		233,470	42,791
113,636		112,861	775
425,352		412,940	12,412
248,178		248,337	-159
350,933		330,278	20,655
265,066		260,488	4,578
349,809		348,464	1,345
			10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-6,660
			2,917
			-14
			450
			3,365
			5,103
			5,192
			2,175
			2,369
			810
			3,497
			2,176
			2,026
			-2,272
			15,387
			9,762
			1,078
			9,631
			234,547
			11,246
			12,531
			4,952
			11,106
			602
			3,860
			-55
			-7
			22,241
			6,619
			1,611

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			7,427
			9,255
			-461
			6,755
			616
			198,592
			117,009
			116,276
			35,071
			3,715
			326,996
			108
			13,586
			289
			23,889
			13,914
			445
			2,111
			13,008
			3,380
			17,986
			38,902
			35,650
			-7
			1,119
			7,996
			5,318
			3,009
			-1
			2,557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			14,239
			612
			961
			755
			-27
			-6,714
			-558
			-141
			-1,537
			-107
			-1,267
			-7,582
			-483
			-6,328
			-8,686
			-1,431
			-507
			-1,029
			-6,861
			-484
			-119
			-1
			250
			2,526
			-16
			-814
			-186
			-18
			-18
			-941

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			14
			2,088
			3,270
			463
			-1,473
			-861
			-655
			135
			263
			-199
			920
			43
			117
			20
			125
			131
			-389
			-135
			-2,439
			1,187
			973
			-34
			-15
			180
			1,525
			708
			-123
			81
			790
			834

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-764
			1,126
			672
			18,553
			12,354
			23,520
			42,791
			775
			12,412
			-159
			20,655
			4,578
			1,345

Form 990PF Part XV Line 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*				
LAKE ERIE COLLEGE 391 WEST WASHINGTON ST PAINESVILLE,OH 44077	N/A	COLLEGE	PUBLIC SUPPORT	418,764
BUTLER INSTITUTE OF ART 524 WICK AVE YOUNGSTOWN,OH 44502	N/A	MUSEUM	PUBLIC SUPPORT	418,764
MAHONING VALLEY HISTORICAL SOCIETY 648 WICK AVENUE YOUNGSTOWN,OH 44502	N/A	EDUCATION	PUBLIC SUPPORT	418,764
FIRST PRESBYTERIAN CHURCH - CANFIELD 140 WEST MAIN STREET CANFIELD,OH 44406	N/A	RELIGIOUS	PUBLIC SUPPORT	418,764
HOSPICE OF YOUNGSTOWN 5190 MARKET STREET YOUNGSTOWN,OH 44512	N/A	CHARITY	PUBLIC SUPPORT	418,764
PARK VISTA RETIREMENT COMMUNITY 1216 FIFTH AVENUE YOUNGSTOWN,OH 44504	N/A	CHARITY	PUBLIC SUPPORT	418,764
HENRY H STAMBAUGH AUDITORIUM 1000 FIFTH AVENUE YOUNGSTOWN,OH 445041603	N/A	CHARITY	PUBLIC SUPPORT	418,764
Total . . . . ▶ **3a**				2,931,348

TY 2012 Accounting Fees Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	2,530	633		1,898

TY 2012 Investments Corporate Bonds Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Name of Bond	End of Year Book Value	End of Year Fair Market Value
145,000 AT&T 6.700% 11/15/13		
73,000 AT&T 2.400% 8/15/16		
145,000 BERKSHIRE HATHAWAY		
217,000 BLACKROCK 2.25%		
162,000 BLACKROCK 4.250%		
333,000 BOEING CAPITAL GR		
116,000 CISCO SYSTEMS		
207,000 CITIGROUP INC 5.375%	214,818	243,939
232,000 COOP CENRALE RAIFFEI		
159,000 DIEGO CAP 7.375%	181,868	170,054
1,327,000 FNMA 1.125% 6/27/14		
223,000 GOLDMAN SACHS 6.000%	238,300	264,971
29,000 GOLDMAN SACHS 5.25%		
172,000 JPMORGAN CHASE 4.40%	167,927	194,160
221,000 JPMORGAN CHASE 3.45%		
283,000 MERRILL LYNCH 6.875%	316,517	341,142
189,000 METLIFE 6.750% 6/16	217,968	223,842
418,000 MICROSOFT 2.500%		
159,000 MORGAN STANLEY 5.50%	159,139	180,524
261,000 SHELL INTL FIN 3.10%		
421,000 STATE STREET 4.375%		
304,000 STATOILHYDRO A 5.25%		
179,000 TOYOTO MOT 2.000%		
202,000 TOYOTA MOT 1.250%		
178,000 VERIZON 3.500%		
393,000 WALMART 4.250%		
414,000 WELLS FARGO 2.625%		
346,000 WESTPAC BKG 2.250%		
272,000 AT&T 1.400% 12/1/17	271,986	272,052
238,000 AMER INTL GR 3.00%	245,721	247,644

Name of Bond	End of Year Book Value	End of Year Fair Market Value
237,000 APACHE CORP 2.625%	235,742	236,554
274,000 BANK OF AMERICA 1.50	273,863	275,400
279,000 BANK NOVA SCO 1.375%	278,690	279,388
96,000 BUR NO SNTA FE 3.05%	98,723	99,212
57,000 CHEVRON CORP 1.104%	57,000	57,398
63,000 CITIGROUP 5.875%	76,845	77,751
288,000 DOMINION 1.400%	287,749	288,052
159,000 GOLDMAN SACHS 6.250%	185,415	195,080
144,000 GOLDMAN SACHS 3.625%	151,780	152,427
95,000 HEWLTT PCKRD 2.625%	97,853	96,118
139,000 INTEL CORP 1.350%	138,853	138,960
167,000 JPMORGAN CHASE 1.10%	166,932	166,995
79,000 JPMORGAN CHASE 3.25%	78,520	81,353
75,000 JPMORGAN CHASE 2.00%	74,866	76,613
207,000 MORGAN STANLEY 4.75%	223,158	225,829
192,000 ORACLE CORP 1.200%	191,668	192,570
415,000 PETROBAS INT 3.500%	433,260	435,231
132,000 RIO TINTO 1.625%	131,277	133,649
206,000 SEMPRA ENGY 2.000%	209,582	209,117
175,000 SHELL INT 2.250%	173,233	172,888
96,000 TOTAL CAP INTL 2.70%	95,796	97,798
140,000 VERIZON 2.450%	139,853	140,046
262,000 WELLS FARGO 1.500%	261,528	262,430

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TY 2012 Investments Corporate Stock Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6,000 SHS CHEVRON CORP	221,158	648,840
7,000 SHS MCDONALDS CORP	356,493	617,470
13,000 SHS HEWLETT PACKARD CO	286,390	185,250
8,000 SHS JOHNSON & JOHNSON	400,745	560,800
8,000 SHS ABBOTT LABS	385,661	524,000
20,000 SHS AT&T INC	672,500	674,200
8,400 SHS CONOCOPHILLIPS	246,621	487,116
15,000 SHS DUPONT DE NEMOURS	446,064	674,678
40,000 SHS GENERAL ELEC	741,280	839,600
8,000 SHS PROCTOR & GAMBLE	436,099	543,120
5,000 SHS IBM	511,254	957,750
15,000 SHS DOMINION RESOURCES	539,249	777,000
10,250 SHS CAMPBELL SOUP CO	377,713	357,623
6,000 SHS EXXON MOBIL CORP	440,141	519,300
8,000 SHS UNITED TECHNOLOGIES	461,802	656,080
30,000 SHS PFIZER INC	489,606	752,379
20,000 SHS ALTRIA GROUP INC	339,000	628,800
25,000 SHS AQUA AMERICA INC	442,350	635,500
3,500 SHS CATERPILLAR INC		
20,000 SHS COCA COLA CO	488,793	725,000
10,000 SHS HOME DEPOT INC	250,000	618,500
10,000 SHS HONEYWELL INT'L INC	241,822	634,700
25,000 SHS JPMORGAN CHASE & CO		
12,000 SHS PHILIP MORRIS INT'L	500,137	1,003,680
12,000 SHS SMUCKER J M CO NEW	415,484	1,034,880
15,000 SHS VERIZON COMM	436,844	649,050
2,000 SHS APPLE COMPUTER	538,545	1,064,346
5,000 SHS BERKSHIRE HATHAWAY	398,440	448,500
30,000 SHS FRONTIER COMMUN	278,148	128,400
7,800 SHS HERSHEY COMPANY	370,803	563,316

Name of Stock	End of Year Book Value	End of Year Fair Market Value
9,400 SHS LAUDER ESTEE COS	301,363	562,684
15,000 SHS MICROSOFT	448,823	400,646
10,000 SHS NEXTERA ENERGY	551,759	691,900
4,500 SHS PARKER-HANNIFIN	303,941	382,770
2,500 SHS CITIGROUP NEW	121,750	98,900
3,600 SHS ILLINOIS TOOLWORKS	202,391	218,916
5,000 SHS NORFOLK & SOUTHERN	320,165	309,200
3,200 SHS PNC FINL SVS GROUP	202,351	186,592
15,000 SHS PEPCO HOLDINGS	283,494	294,150
8,895 SHS GLAXOSMITHKLINE PLC	403,385	386,666
6,200 SHS NIKE INC CL B	345,218	319,920
4,200 SHS PHILLIPS 66	73,283	223,020
2,950 SHS PRAXAIR INC	343,950	322,878
2,450 SHS SIMON PROPERTY GRP	382,092	387,321

TY 2012 Investments Government Obligations Schedule

Name:	CHRISTMAN ANNE KILCAWLEY FDN 450033014
EIN:	35-6735706
US Government Securities - End of Year Book Value:	3,652,379
US Government Securities - End of Year Fair Market Value:	3,648,469
State & Local Government Securities - End of Year Book Value:	67,620
State & Local Government Securities - End of Year Fair Market Value:	67,356

TY 2012 Investments - Other Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL CR EQUITY AGLAND CO-OP	AT COST	6,528	6,528
14,700 SHS STANCORP MEMBERS			
156,762 FED CORP BD STRAT	AT COST	1,772,978	1,788,654
87,750 FED HIGH YIELD STRAT	AT COST	1,240,785	1,232,888
37,587 FED INTL BOND STRAT	AT COST	616,051	593,123
342,780 FED MORTGAGE STRAT	AT COST	3,554,629	3,534,062
22,200 ISHARES MSCI EMG MKTS	AT COST	910,010	984,570
16,549 ISHARES MSCI EAFE IND	AT COST	966,191	940,976
8,000 ISHARES S&P MIDCP 400	AT COST	521,814	813,600
14,086 ISHARES S&P SMCAP 600	AT COST	774,806	1,100,117
58,100 ISHARES COMEX GOLD			

TY 2012 Legal Fees Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - INCOME (ALLOCABLE	5,595	2,797		2,797

TY 2012 Other Decreases Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Description	Amount
ROUNDING	8
BASIS ADJ-STANCORP MEMBERS	60,564

TY 2012 Other Expenses Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COURT COSTS	684	0		684
STATE OF OHIO FILING FEE	200	0		200

TY 2012 Taxes Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - INCOME	27,700	0		0
FOREIGN TAXES ON QUALIFIED FOR	4,392	4,392		0
FOREIGN TAXES ON NONQUALIFIED	678	678		0