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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 , and ending

Name of foundation Dr. Donald N. & Jane L. Berning Private Foundation		A Employer identification number 45-2457323
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd		
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input checked="" type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,396,739	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I 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)	9,631,992			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	115	115		
	4 Dividends and interest from securities	60,689	5,363		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	15,935			
	b Gross sales price for all assets on line 6a 1,118,180				
	7 Capital gain net income (from Part IV, line 2)		878,744		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	102,473	90,000			
12 Total. Add lines 1 through 11	9,811,204	974,222	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	190			190
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	56,427	213		9,072
	24 Total operating and administrative expenses. Add lines 13 through 23	56,617	213	0	9,262
	25 Contributions, gifts, grants paid	350,000			350,000
26 Total expenses and disbursements. Add lines 24 and 25	406,617	213	0	359,262	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	9,404,587				
b Net investment income (if negative, enter -0-)		974,009			
c Adjusted net income (if negative, enter -0-)			0		

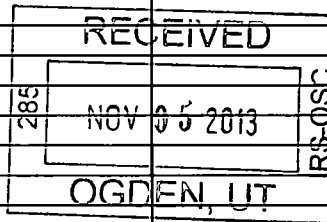
For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	89,061	716,923	716,923
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	13,697		
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S. and state government obligations (attach schedule)		2,670,979	2,659,810
	b Investments—corporate stock (attach schedule)		14,112	16,848
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 600,000			
	Less accumulated depreciation (attach schedule) ▶		600,000	600,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	601,000	6,106,331	5,403,158
	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)	703,758	10,108,345	9,396,739
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	703,758	10,108,345	
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	703,758	10,108,345	
	31 Total liabilities and net assets/fund balances (see instructions)	703,758	10,108,345	

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	703,758
2 Enter amount from Part I, line 27a	2	9,404,587
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,108,345
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,108,345

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 1,118,180		239,436	878,744	
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			878,744	
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	878,744	
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	0	

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	6,609	196,973	0.033553
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.033553
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 0.033553
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,550,398
5 Multiply line 4 by line 3			5 186,233
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,740
7 Add lines 5 and 6			7 195,973
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.			8 359,262

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,740	
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	9,740	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,740	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	10,000		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	20		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	240		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 240 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** _____

14 The books are in care of **►** c/o Foundation Source Telephone no **►** (800) 839-1754
 Located at **►** 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 **►** 19809-1377

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	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.**

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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**

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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 instructions.	
3	
Total. Add lines 1 through 3	0

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	1,586,162
b	Average of monthly cash balances	1b	1,096,172
c	Fair market value of all other assets (see instructions)	1c	2,952,588
d	Total (add lines 1a, b, and c)	1d	5,634,922
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	
3	Subtract line 2 from line 1d	3	5,634,922
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	84,524
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,550,398
6	Minimum investment return. Enter 5% of line 5	6	277,520

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	277,520
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,740
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,740
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	267,780
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	267,780
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	267,780

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	359,262
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	359,262
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	9,740
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	349,522

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				267,780
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	835			
f Total of lines 3a through e	835			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 359,262				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				267,780
e Remaining amount distributed out of corpus	91,482			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	92,317			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	92,317			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	835			
e Excess from 2012	91,482			

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> NORTH KENTUCKY AREA DEVELOPMNT DISTRICT 22 SPIRAL DR FLORENCE, KY 41042 ST XAVIER HIGH SCHOOL 600 W N BEND RD CINCINNATI, OH 45224	N/A	509(a)(1)	Meals on Wheels Program	100,000
	N/A	509(a)(1)	General & Unrestricted	250,000
Total			▶ 3a	350,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	115	
4	Dividends and interest from securities			14	60,689	
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	15,935	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Income from Life Ins Policies			14	12,473	
b	Income from Annuities			14	90,000	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		179,212	0
13	Total. Add line 12, columns (b), (d), and (e)				179,212	179,212

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

Dr. Donald N. & Jane L. Berning Private Foundation

45-2457323

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 Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	1 SUNNYMEDE DR, FT MITCHELL, KY	\$ 225,000	12/31/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1160 BRECKENRIDGE DR, PARK HILLS, KY	\$ 375,000	12/31/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BAC CAP TR III 7 00% DUE 08/15/32 BAC-PX, 1000 sh	\$ 25,370	10/31/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	JESSAMINE CNTY KY SCH DIST FIN CORP SCH BLDG 47689RNH8, 60000 sh	\$ 66,086	10/31/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LOOMIS SAYLES FDS STRAT INCM FD CL A TR II NEFZX, 75 007 sh	\$ 1,203	8/9/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LOOMIS SAYLES FDS STRAT INCM FD CL A TR II NEFZX, 21191 843 sh	\$ 310,672	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	NUVEEN FLAGSHIP KENTUCKY MUNI BD FD CL A FKYTX, 20733 766 sh	\$ 238,024	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PIMCO REAL RETURN FUND CLASS A PRTNX, 21501 007 sh	\$ 268,763	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL HOME LN 6 000% - 12/01/2013 3128G8HD6, 246 37 sh	\$ 251	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL MTG ASSN #254384 7 000% - 06/01/2017 31371KRD5, 961 27 sh	\$ 1,048	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL MTG 10 000% - 06/01/2018 313614UP2, 539 41 sh	\$ 622	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL MTG ASSN 10 000% - 01/01/2019 313614W39, 1123 82 sh	\$ 1,337	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FEDL HOME LN MTG 5 000% - 05/01/2019 31294KZF5, 1757 33 sh	\$ 1,887	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN 7 900% - 02/15/2021 362209LW6, 2727 73 sh	\$ 2,814	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN 8 000% - 07/15/2022 36224JBC5, 1867 37 sh	\$ 2,184	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN #334106 7 000% - 10/15/2022 36224PDK1, 953 9 sh	\$ 1,110	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN #341632 7 000% - 01/15/2023 36224XPR6, 3939 23 sh	\$ 4,618	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN #344964 7 000% - 07/15/2023 36203CFD9, 1583 46 sh	\$ 1,856	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	GOVT NATL MTG #345695 6 500% - 05/15/2024 36203C7G1, 913 15 sh	\$ 1,061	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN #1867 7 000% - 09/20/2024 36202CCC5, 1414 97 sh	\$ 1,669	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL #250433 7 500% - 01/01/2026 31371FEE8, 1716 8 sh	\$ 2,058	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL POOL #338013 6 500% - 03/01/2026 31375LN68, 459 75 sh	\$ 527	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN #469446 6 750% - 03/15/2028 36209EP71, 786 23 sh	\$ 938	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GOVT NATL MTG ASSN #460833 6 500% - 05/15/2028 36208T4S6, 1445 75 sh	\$ 1,700	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FEDL NATL MTG POOL #524570 5 750% - 09/01/2029 31384HW74, 1767 68 sh	\$ 1,972	7/24/2012
1	FEDL NATL MTG ASSN #524571 5 750% - 11/01/2029 31384HW82, 5451 17 sh	\$ 6,083	7/24/2012
1	FEDL NATL MTG POOL #572762 7 500% - 03/01/2031 31386TJF3, 749 96 sh	\$ 760	7/24/2012
1	FEDL HOME LN MTG #C01166 6 000% 04/01/2031 31292HJK1, 2006 338 sh	\$ 2,250	7/24/2012
1	FEDL NATL MTG ASSN #581806 7 000% - 07/01/2031 31387EKT3, 2694 84 sh	\$ 3,187	7/24/2012
1	GOVT NATL MTG ASSN #573239 6 500% 10/15/2031 36200UZY2, 760 99 sh	\$ 886	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	GOVT NATL MTG ASSN #552152 6 000% - 11/15/2031 36213EL95, 5942 62 sh	\$ 6,796	7/24/2012
1	GOVT NATL MTG ASSN #3200 6 000% - 02/20/2032 36202DRV5, 2718 48 sh	\$ 3,097	7/24/2012
1	FEDL NATL MTG POOL #634249 6 000% - 03/01/2032 31389STE4, 1120 18 sh	\$ 1,261	7/24/2012
1	GOVT NATL MTG ASSN #781478 7 500% - 03/15/2032 36225BUB2, 1673 81 sh	\$ 2,056	7/24/2012
1	GOVT NATL MTG ASSN #3214 6 000% - 03/20/2032 36202DSB8, 2505 3 sh	\$ 2,854	7/24/2012
1	FEDL HOME LOAN MTG #C01367 7 000% 05/01/2032 31292HQU1, 1311 59 sh	\$ 1,518	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FEDL NATL MTG ASSN #672416 6 500% - 09/01/2032 31391PAR7, 1678 95 sh	\$ 1,943	7/24/2012
1	GOVT NATL MTG ASSN #781525 6 500% - 11/15/2032 36225BVS4, 1278 8 sh	\$ 1,497	7/24/2012
1	FEDL NATL MTG ASSN #653825 8 000% - 02/01/2033 31390RLE1, 3254 78 sh	\$ 3,980	7/24/2012
1	GOVT NATL MTG ASSN #603130 6 000% - 10/15/2033 36200KA72, 1605 57 sh	\$ 1,822	7/24/2012
1	FEDL HOME LN MTG #G01639 7 000% - 11/01/2033 31283HZC2, 2056 51 sh	\$ 2,434	7/24/2012
1	FEDL NATL MTG ASSN #725042 5 500% - 01/01/2034 31402CP30, 4372 04 sh	\$ 4,833	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FNMA # P725424 5 5% 4/1/2034 31402C4H2, 2505 26 sh	\$ 2,515	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL MTG ASSN #807976 5 500% - 01/01/2035 31406ET95, 1555 494 sh	\$ 1,719	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL MTG ASSN #819567 5 500% - 04/01/2035 31406TQU8, 1938 74 sh	\$ 2,139	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL ASSN #255706 5 500% - 05/01/2035 31371MAF4, 1288 05 sh	\$ 1,421	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL HOME LOAN MTG #A46671 5 000% - 08/01/2035 3128K7MU9, 895 66 sh	\$ 973	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL HOME LOAN #A36786 5 000% - 08/01/2035 31297SRF4, 2637 96 sh	\$ 2,867	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FEDL NATL MTG ASSN #849496 5 500% - 12/01/2035 31408EXZ0, 654 86 sh	\$ 722	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FEDL NATL MTG ASSN #845341 5 500% - 01/01/2036 31408AEN6, 1204 87 sh	\$ 1,329	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PALM BEACH CNTY FLA 4 900% - 08/01/2028 696550KV3, 75000 sh	\$ 75,000	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EDMONSON CNTY KY 4 500% 10/01/2024 281150CP5, 50000 sh	\$ 50,353	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	UNIVERSITY KY EDUC BLDG 4 500% - 05/01/2022 914387UL7, 25000 sh	\$ 25,807	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	WESTERN KY UNIV 4 750% - 05/01/2023 958519K25, 50000 sh	\$ 51,707	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	LAWRENCEBURG KY WTR & SWR 4 800% - 10/1/2024 520480GJ7, 40000 sh	\$ 42,138	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	OHIO ST HOSP 5 500% - 01/01/2034 677561GR7, 50000 sh	\$ 53,651	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MADISON COUNTY KY 4 250% - 2/1/2014 557250MN4, 50000 sh	\$ 50,390	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MURRAY KY SCHOOL DIST 4 250% - 03/01/14 627087CX5, 50000 sh	\$ 53,139	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BUTLER CNTY KY SCH DIST 4 500% 06/01/2015 123496FN6, 50000 sh	\$ 53,835	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BULLITT CNTY KY SCH DIST 4 500% 07/01/2019 120280LM2, 50000 sh	\$ 54,009	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	SPENCER CNTY KY SCH 4 500% - 07/01/2016 847903FLO, 20000 sh	\$ 21,286	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	KENTON CNTY KY SCH DIST 4 0000% - 02/01/2019 491089JH2, 25000 sh	\$ 26,198	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	JESSAMINE CNTY KY SCH DIST 4 000% 09/01/2019 47689RLS6, 50000 sh	\$ 53,280	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HARDIN CNTY KY SCH DIST 4 000% - 02/01/2020 411873LJ9, 35000 sh	\$ 37,306	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LOUISVILLE/JEFFERSONCNTY KY GOV 4% - 3/1/2020 54675PBF1, 25000 sh	\$ 28,005	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BEREA KY 4 000% 06/01/2020 083536BU5, 80000 sh	\$ 86,103	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	BARREN CTY KY SCH DIST FIN CORP SCH 4% 4/1/21 068461KQ4, 50000 sh	\$ 54,706	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MERCER CNTY KY SCH DIST 4 125% - 05/01/2021 587825GK0, 25000 sh	\$ 27,242	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GRANT CNTY KY SCH DIST 4 100% - 08/01/2021 387733HR2, 30000 sh	\$ 31,868	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	KENTUCKY ST PPTY & BLDGS COMM 5 0% 08/1/2021 49151EYE7, 25000 sh	\$ 30,914	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LYON CNTY KY SCH DIST 4 400% - 09/01/2021 551857FC4, 50000 sh	\$ 50,107	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HOPKINSVILLE KY WTR & SWR 4 000% 10/01/2021 440110MV3, 50000 sh	\$ 52,922	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	NEW SMYRNA BEACH FLA 4 250% - 10/01/2021 648741AQ9, 25000 sh	\$ 26,408	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LEXINGTON-FAYETTE URBAN CTY 4 125% - 5/1/2022 52908EMB6, 40000 sh	\$ 43,771	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FRANKLIN COUNTY HOSPITAL 5 250% - 05/15/2022 3531863K3, 50000 sh	\$ 51,593	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	RICHMOND KY DIST 4 000% 02/01/2023 764875CW8, 40000 sh	\$ 43,004	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	FORT THOMAS KY 4 375% - 04/01/2024 349035FG5, 50000 sh	\$ 53,726	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	KENTUCKY ST MUN PWR 5 250% - 09/01/2024 491501AM4, 50000 sh	\$ 56,163	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	LEXINGTON-FAYETTE URBAN CTY KY 4 125% - 10/1/24 528906KF6, 50000 sh	\$ 52,823	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	KENTON CNTY KY SCH DIST 4 200% - 02/01/2025 491089KW7, 45000 sh	\$ 47,615	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	KENTUCKY RURAL WTR 4 250% - 02/01/2025 49140MNN5, 35000 sh	\$ 37,213	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LOGAN CNTY KY 4 1250% - 02/01/2025 540783BU0, 50000 sh	\$ 54,754	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	NORTHERN KY WTR DIST 4 125% - 02/01/2025 665306GU4, 35000 sh	\$ 36,937	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PENDLETON CNTY KY SCH DIST 4 125% - 02/01/2025 706770EF7, 50000 sh	\$ 53,755	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FAYETTE CNTY KY SCH DIST 4 375% 05/01/2025 312432RF6, 50000 sh	\$ 54,715	7/24/2012
1	FRANKLIN CNTY KY 4 300% - 05/01/2025 352840NZ1, 40000 sh	\$ 43,420	7/24/2012
1	BEREA KY 4 125% 06/01/2025 083536AV4, 50000 sh	\$ 50,912	7/24/2012
1	BOYLE CNTY KY COLLEGE 4 625% 06/01/2025 103462AT4, 25000 sh	\$ 27,364	7/24/2012
1	FLORIDA ST TPK AUTH 4 750% - 07/01/2025 343136UZ8, 50000 sh	\$ 51,486	7/24/2012
1	BARREN CTY KY SCH DIST FIN CORP 4 25% - 8/1/25 068461KA9, 100000 sh	\$ 105,871	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	JACKSONVILLE FLA CAP 4 750% - 10/01/2025 469359BM4, 50000 sh	\$ 50,028	7/24/2012
1	PIKE CNTY KY SCH DIST 4 375% - 10/01/2025 721174WE6, 40000 sh	\$ 43,853	7/24/2012
1	NORTHERN KY WTR DIST 4 500% - 02/01/2026 665306FX9, 25000 sh	\$ 26,056	7/24/2012
1	LAUREL CNTY KY JUDICIAL 4 500% - 03/01/2026 51864LAT8, 25000 sh	\$ 27,397	7/24/2012
1	SCOTT CNTY KY SCH DIST 4 250% - 04/01/2026 809545NT9, 25000 sh	\$ 26,959	7/24/2012
1	OHIO CNTY KY 4 5% 05/01/2026 677302KK6, 50000 sh	\$ 54,641	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	WALTON-VERONA KY 4 250% - 08/01/2026 933486FR8, 25000 sh	\$ 26,940	7/24/2012
1	WARREN CNTY KY JUSTICE CTR 4 375% - 09/01/2026 934870DJ2, 65000 sh	\$ 69,064	7/24/2012
1	HENRY CNTY KY SCH DIST 4 500% - 10/01/2026 426569JP5, 25000 sh	\$ 27,649	7/24/2012
1	MANATEE CNTY FLA 4 625% - 10/01/2026 561852DC5, 35000 sh	\$ 36,728	7/24/2012
1	SCOTT CNTY KY SCH DIST 4 250% - 02/01/2027 809545MY9, 25000 sh	\$ 26,080	7/24/2012
1	EASTERN KY UNIV 4 500% 05/01/2027 276552AV8, 40000 sh	\$ 43,129	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	PEMBROKE PINES FLA 4 250% 09/01/2027 70643FAZ5, 40000 sh	\$ 42,402	7/24/2012
1	GULF BREEZE FLA 4 500% - 10/01/2027 402175KF9, 50000 sh	\$ 50,006	7/24/2012
1	KENTUCKY ST TPK AUTH 5 000% 07/01/2028 491552TK1, 35000 sh	\$ 39,718	7/24/2012
1	JEFFERSON CNTY KY 5 2% 10/01/2028 472907AS3, 5000 sh	\$ 5,237	7/24/2012
1	NORTHERN KY WTR DIST 4 375% 02/01/2031 665306HA7, 100000 sh	\$ 104,986	7/24/2012
1	CAMPBELL & KENTON CNTYS 4 375% 08/01/2033 134041BS0, 50000 sh	\$ 52,187	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	FRONTIER COMMUNICATIONS CORP FTR, 624 sh	\$ 2,281	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GENERAL MOTORS GM, 98 sh	\$ 1,873	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MOTORS LIQ CO GUC TR UBI MTLQU, 25 sh	\$ 306	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	NCR CP NCR, 313 sh	\$ 7,093	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GENERAL MOTORS NOTE 7 25% 2/15/2052 370ESC758, 1000 sh	\$ 0	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GENERAL MOTORS CO WARRANT A EXP 7/10/2016 GM-WSA, 89 sh	\$ 1,509	7/24/2012

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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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
1	GENERAL MOTORS CO WARRANTS B EXP 7/10/2019 GM-WSB, 89 sh	\$ 1,050	7/24/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	CHURCHILL TAX FREE FD OF KENTUCKY CL A CHTFX, 10297 405 sh	\$ 113,992	7/24/2012
(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
		\$	

Name of organization Dr Donald N & Jane L Berning Private Foundation	Employer identification number 45-2457323
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Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$ _____ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Part I, Line 11 (990-PF) - Other Income

		102,473	90,000	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Income from Life Insurance Policies	12,473	0	
2	Income from Annuities	90,000	90,000	

Part I, Line 16b (990-PF) - Accounting Fees

		190	0	0	190
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Accounting and Bookkeeping	190	0		190

Part I, Line 23 (990-PF) - Other Expenses

		56,427	213	0	9,072
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	9,047	0		9,047
2	Bank Charges	201	201		0
3	Life Insurance Policy Expenses	47,142	0		0
4	Postage	12	12		0
5	State or Local Filing Fees	25	0		25

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	0	75,697	0	75,563	
		State/Local	0	2,595,282	0	2,584,247	
Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation	
1 BARREN CNTY KY SCH DIST FIN CORP 4	100,000		105,870		105,281	X	
2 BARREN CNTY KY SCH DIST FIN CORP S	50,000		54,706		54,491	X	
3 BEREKA KY 4 000% 06/01/2020	80,000		86,102		85,406	X	
4 BEREKA KY 4 125% 06/01/2025	50,000		50,912		50,451	X	
5 BOYLE CNTY KY COLLEGE 4 625% 06/01/	25,000		27,364		27,256	X	
6 BULLITT CNTY KY SCH DIST 4 500% 07/0/	50,000		54,009		53,139	X	
7 BUTLER CNTY KY SCH DIST 4 500% 06/0/	50,000		53,835		52,964	X	
8 CAMPBELL & KENTON CNTYS 4 375% 08/	50,000		52,187		53,682	X	
9 EASTERN KY UNIV 4 500% 05/01/2027	40,000		43,129		43,072	X	
10 FAYETTE CNTY KY SCH DIST 4 375% 05/0	50,000		54,715		54,483	X	
11 FEDL HOME LN 6 000% - 12/01/2013	155		158		157		
12 FEDL HOME LN MTG #C01166 6 000% 04/	1,752		1,965		1,948		
13 FEDL HOME LN MTG #G01639 7 000% - 1	1,867		2,209		2,201		
14 FEDL HOME LN MTG 5 000% - 05/01/2019	1,505		1,617		1,613		
15 FEDL HOME LOAN #A36786 5 000% - 08/0	731		795		790		
16 FEDL HOME LOAN MTG #A46671 5 000%	704		765		760		
17 FEDL HOME LOAN MTG #C01367 7 000%	1,225		1,417		1,413		
18 FEDL NATL #250433 7 500% - 01/01/2026	1,642		1,968		1,958		
19 FEDL NATL ASSN #255706 5 500% - 05/01	1,046		1,154		1,143		
20 FEDL NATL MTG 10 000% - 06/01/2018	510		588		584		
21 FEDL NATL MTG ASSN #254384 7 000% -	853		929		924		
22 FEDL NATL MTG ASSN #524571 5 750% -	5,376		5,999		5,948		
23 FEDL NATL MTG ASSN #581806 7 000% -	2,522		2,982		3,013		
24 FEDL NATL MTG ASSN #653825 8 000% -	2,834		3,466		3,441		
25 FEDL NATL MTG ASSN #672416 6 500% -	1,662		1,924		1,967		
26 FEDL NATL MTG ASSN #725042 5 500% -	3,664		4,051		4,027		
27 FEDL NATL MTG ASSN #807976 5 500% -	1,055		1,166		1,155		
28 FEDL NATL MTG ASSN #819567 5 500% -	1,609		1,774		1,758		
29 FEDL NATL MTG ASSN #845341 5 500% -	969		1,069		1,059		
30 FEDL NATL MTG ASSN #849496 5 500% -	390		430		426		
31 FEDL NATL MTG ASSN 10 000% - 01/01/20	1,066		1,268		1,257		
32 FEDL NATL MTG POOL #524570 5 750% -	1,743		1,945		1,928		
33 FEDL NATL MTG POOL #572762 7 500% -	726		736		736		
34 FEDL NATL MTG POOL #634249 6 000% -	791		890		883		
35 FEDL NATL POOL #338013 6 500% - 03/01	440		505		499		
36 FLORIDA ST TPK AUTH 4 750% - 07/01/20	50,000		51,486		51,033	X	
37 FNMA # P725424 5 5% 4/1/2034	2,077		2,086		2,283		
38 FORT THOMAS KY 4 375% - 04/01/2024	50,000		53,726		53,287	X	
39 FRANKLIN CNTY KY 4 300% - 05/01/2025	40,000		43,420		42,885	X	
40 FRANKLIN COUNTY HOSPITAL 5 250% - 0	50,000		51,593		50,732	X	
41 GOVT NATL MTG #345695 6 500% - 05/15/	881		1,023		1,018		
42 GOVT NATL MTG ASSN #1867 7 000% - 09	1,057		1,247		1,240		
43 GOVT NATL MTG ASSN #3200 6 000% - 02	2,464		2,806		2,823		
44 GOVT NATL MTG ASSN #3214 6 000% - 03	2,237		2,549		2,523		
45 GOVT NATL MTG ASSN #334106 7 000% -	927		1,079		1,073		
46 GOVT NATL MTG ASSN #341632 7 000% -	3,800		4,455		4,431		
47 GOVT NATL MTG ASSN #344964 7 000% -	1,539		1,804		1,794		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	0	75,697	0	75,563	
		State/Local	0	2,595,282	0	2,584,247	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
48	GOVT NATL MTG ASSN #460833 6 500% -	1,333		1,567		1,534	
49	GOVT NATL MTG ASSN #469446 6 750% -	775		924		919	
50	GOVT NATL MTG ASSN #552152 6 000% -	5,854		6,695		6,635	
51	GOVT NATL MTG ASSN #573239 6 500% -	753		877		893	
52	GOVT NATL MTG ASSN #603130 6 000% -	1,587		1,802		1,786	
53	GOVT NATL MTG ASSN #781478 7 500% -	1,564		1,921		1,935	
54	GOVT NATL MTG ASSN #781525 6 500% -	1,175		1,375		1,377	
55	GOVT NATL MTG ASSN 8 000% - 07/15/20	1,469		1,717		1,711	
56	GRANT CNTY KY SCH DIST 4 100% - 08/0	30,000		31,868		31,630	X
57	GULF BREEZE FLA 4 500% - 10/01/2027	50,000		50,006		50,006	X
58	HARDIN CNTY KY SCH DIST 4 000% - 02/0	35,000		37,306		37,090	X
59	HENRY CNTY KY SCH DIST 4 500% - 10/0	25,000		27,649		27,575	X
60	HOPKINSVILLE KY WTR & SWR 4 000% 10	50,000		52,922		52,884	X
61	JACKSONVILLE FLA CAP 4 750% - 10/01/2	50,000		50,028		50,063	X
62	JEFFERSON CNTY KY 5 2% 10/01/2028	5,000		5,237		5,231	X
63	JESSAMINE CNTY KY SCH DIST 4 000% 0	50,000		53,280		53,115	X
64	JESSAMINE CNTY KY SCH DIST FIN COR	60,000		66,085		65,820	X
65	KENTON CNTY KY SCH DIST 4 000% - 02	25,000		26,198		26,016	X
66	KENTON CNTY KY SCH DIST 4 200% - 02/	45,000		47,615		47,480	X
67	KENTUCKY RURAL WTR 4 250% - 02/01/2	35,000		37,213		37,034	X
68	KENTUCKY ST MUN PWR 5 250% - 09/01/	50,000		56,162		56,196	X
69	KENTUCKY ST PPTY & BLDGS COMMN 5	25,000		30,914		31,106	X
70	KENTUCKY ST TPK AUTH 5 000% 07/01/2	35,000		39,718		40,891	X
71	LAUREL CNTY KY JUDICIAL 4 500% - 03/0	25,000		27,397		27,241	X
72	LAWRENCEBURG KY WTR & SWR 4 800%	40,000		42,138		41,366	X
73	LEXINGTON-FAYETTE URBAN CNTY 4 12	40,000		43,771		43,542	X
74	LEXINGTON-FAYETTE URBAN CNTY KY 4	50,000		52,823		52,899	X
75	LOGAN CNTY KY 4 1250% - 02/01/2025	50,000		54,753		54,390	X
76	LOUISVILLE/JEFFERSONCNTY KY GOVT	25,000		28,005		28,237	X
77	LYON CNTY KY SCH DIST 4 400% - 09/01/	50,000		50,107		50,104	X
78	MADISON COUNTY KY 4 250% - 2/1/2014	50,000		50,390		50,137	X
79	MANATEE CNTY FLA 4 625% - 10/01/2026	35,000		36,728		36,953	X
80	MERCER CNTY KY SCH DIST 4 125% - 05	25,000		27,242		27,332	X
81	MURRAY KY SCHOOL DIST 4 250% - 03/0	50,000		53,139		52,318	X
82	NEW SMYRNA BEACH FLA 4 250% - 10/01	25,000		26,408		26,395	X
83	NORTHERN KY WTR DIST 4 125% - 02/01/	35,000		36,937		36,830	X
84	NORTHERN KY WTR DIST 4 375% 02/01/2	100,000		104,985		104,972	X
85	NORTHERN KY WTR DIST 4 500% - 02/01/	25,000		26,056		26,103	X
86	OHIO CNTY KY 4 5% 05/01/2026	50,000		54,641		54,397	X
87	OHIO ST HOSP 5 500% - 01/01/2034	50,000		53,651		52,578	X
88	PEMBROKE PINES FLA 4 250% 09/01/202	40,000		42,402		42,672	X
89	PENDLETON CNTY KY SCH DIST 4 125%	50,000		53,755		53,565	X
90	PIKE CNTY KY SCH DIST 4 375% - 10/01/2	40,000		43,853		43,702	X
91	RICHMOND KY DIST 4 000% 02/01/2023	40,000		43,004		42,686	X
92	SCOTT CNTY KY SCH DIST 4 250% - 02/0	25,000		26,080		25,995	X
93	SCOTT CNTY KY SCH DIST 4 250% - 04/0	25,000		26,959		26,906	X
94	SPENCER CNTY KY SCH 4 500% - 07/01/2	20,000		21,286		20,973	X

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	0	75,697	0	75,563	
		State/Local	0	2,595,282	0	2,584,247	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation
95	UNIVERSITY KY EDUC BLDG 4 500% - 05/01/2023	25,000		25,807		25,352	X
96	WALTON-VERONA KY 4 250% - 08/01/2024	25,000		26,940		26,842	X
97	WARREN CNTY KY JUSTICE CTR 4 375%	65,000		69,063		68,715	X
98	WESTERN KY UNIV 4 750% - 05/01/2023	50,000		51,707		50,746	X

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		0	14,112	0	16,848	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	FRONTIER COMMUNICATIONS CORP	624		2,281		2,671
2	GENERAL MOTORS	98		1,873		2,825
3	GENERAL MOTORS COMPANY WARRANT	89		1,509		1,736
4	GENERAL MOTORS COMPANY WARRANTS	89		1,050		1,112
5	GENERAL MOTORS NOTE 7 25% 2/15/2052	1,000		0		0
6	MOTORS LIQ CO GUC TR UBI	25		306		530
7	NCR CP	313		7,093		7,974

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		600,000	0	0	600,000	600,000
Asset Description		Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	1 SUNNYMEDE DRIVE, FT MITCHELL, KY -	225,000	0	0	225,000	225,000
2	1160 BRECKENRIDGE DRIVE, PARK HILLS	375,000	0	0	375,000	375,000

Part II, Line 13 (990-PF) - Investments - Other

		601,000	6,106,331	5,403,158	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	ASSURITY LIFE - POLICY # 4350468313			301,000	206,707
2	AVIVA LIFE INSURANCE - 2			1,000,000	875,000
3	AVIVA LIFE INSURANCE - POLICY BAA12			1,000,000	1,000,000
4	EQUITRUST LIFE - POLICY # EQ000113458			265,331	241,451
5	EQUITRUST LIFE INSURANCE - EQ0001135			1,060,000	875,000
6	F&G LIFE INSURANCE - POLICY L9241745			1,030,000	880,000
7	JACKSON NATIONAL ANNUITY - POLICY 10			450,000	450,000
8	NATIONAL WESTERN LIFE ANNUITY- POLI			1,000,000	875,000

Part VII-A, Line 5 (990-PF) - Substantial Contraction Explanation

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets.

The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

During the taxable year ending December 31, 2012, Dr. Donald N. & Jane L. Beming Private Foundation (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$350,000.

This amount represents over 25% of the Foundation's net assets of \$568,214 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2012.

Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Brooks D Benson		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Sec	1 00	0	0	0
2	Jack Benson		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir	35 00	0	0	0