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990-PF

Form

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

03/23, 2012, and ending

12/31, 2012

Name of foundation NECKERMAN, WILLIAM M. JR. CHARITABLE
FOUNDATION 460013014A Employer identification number
45-6830857

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

42 MCCLURG ROAD

City or town, state, and ZIP code

YOUNGSTOWN, OH 44512

G Check all that apply:

☒

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify)

16) ▶ \$ 2,297,307.

(Part I, column (d) must be on cash basis.)

C If exemption application is
pending, check here ▶ ☐D 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ▶ ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ▶ ☐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)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,250,000.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	14.	14.		STMT 1
4 Dividends and interest from securities	24,080.	24,080.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-678.			
b Gross sales price for all assets on line 6a	155,680.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
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	2,273,416.	24,094.		
13 Compensation of officers, directors, trustees, etc.	10,514.	7,360.		3,154.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 4	216.	216.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 5	850.			850.
24 Total operating and administrative expenses. Add lines 13 through 23	11,580.	7,576.	NONE	4,004.
25 Contributions, gifts, grants paid	11,000.			11,000.
26 Total expenses and disbursements. Add lines 24 and 25	22,580.	7,576.	NONE	15,004.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	2,250,836.			
b Net investment income (if negative, enter -0-)		16,518.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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POSTMARK DATE

SCANNED MAY 29 2013

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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			101,302.	101,302.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6			874,850.	882,414.
	c	Investments - corporate bonds (attach schedule) . STMT 8			1,015,815.	1,048,394.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 9			258,863.	265,197.	
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)			2,250,830.	2,297,307.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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			2,250,830.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)			2,250,830.	
	31	Total liabilities and net assets/fund balances (see instructions)			2,250,830.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	
2	Enter amount from Part I, line 27a	2	2,250,836.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,250,836.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,250,830.

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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 155,680.		156,358.	-678.		
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) 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			-678.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-678.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

N/A

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

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

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

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	330.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	330.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	330.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		NONE
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		330.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>FARMERS TRUST COMPANY</u> Telephone no. <u>(330) 743-7000</u>			
	Located at <u>42 MCCLURG ROAD, YOUNGSTOWN, OH</u> ZIP+4 <u>44512</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A		
	and enter the amount of tax-exempt interest received or accrued during the year	N/A	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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u>N/A</u>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		N/A
Organizations relying on a current notice regarding disaster assistance check here	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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No
If "Yes," list the years <u>N/A</u>		
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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>N/A</u>		
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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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	CO-TRUSTEE			
42 MCCLURG ROAD, YOUNGSTOWN, OH 44512	1	10,514	-0-	-0-
RYERSON W. DALTON	TRUST ADVISOR			
922 RAVINE DRIVE, YOUNGSTOWN, OH 44505	1			
JAMES H. SISEK	TRUST ADVISOR			
42 MCCLURG ROAD, YOUNGSTOWN, OH 44512	1			

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

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

Total number of other employees paid over \$50,000 **NONE**

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

2

3

4

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

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

Amount

1 NONE

2

All other program-related investments. See instructions.

3 NONE

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,702,894.
b	Average of monthly cash balances	1b	156,692.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,859,586.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,859,586.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,894.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,831,692.
6	Minimum investment return. Enter 5% of line 5	6	71,260.

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	71,260.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	330.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	330.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,930.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	70,930.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	70,930.

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	15,004.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,004.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,004.

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				70,930.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 15,004.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				15,004.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				55,926.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Form **990-PF** (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST. VINCENT DEPAUL SOCIETY 208 WEST FRONT STREET YOUNGSTOWN OH 44503	N/A	CHARITY	CAPITAL EXPENSE-CONVECTION OVEN	1,000.
JUNIOR ACHIEVEMENT MAHONING VALLEY 1601 MOTOR INN DR., #305 GIRARD OH 44420	N/A	CHARITY	SUPPORT PROGRAM	1,000.
UNITED WAY OF YOUNGSTOWN MAHONING VALLEY 255 WATT STREET YOUNGSTOWN OH 44505	N/A	CHARITY	SUPPORT PROGRAM	1,000.
YOUNGSTOWN FDN-EASTER SEALS 721 BOARDMAN-POLAND ROAD BOARDMAN OH 44512	N/A	CHARITY	SUPPORT PROGRAM	5,000.
YOUNGSTOWN FOUNDATION PROTESTANT FAMILY SVC 496 GLENWOOD YOUNGSTOWN OH 44502	N/A	CHARITY	SUPPORT PROGRAM	1,000.
SILVER LINING CANCER FUND PO BOX 401 CANFIELD OH 44406	N/A	CHARITY	SUPPORT PROGRAM	2,000.
Total			3a	11,000.
b Approved for future payment				
Total			3b	

Form 990-PF (2012)

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) 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	14.	
4	Dividends and interest from securities			14	24,080.	
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	-678.	
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)				23,416.	
13	Total. Add line 12, columns (b), (d), and (e)				23,416.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

NECKERMAN, WILLIAM M. JR. CHARITABLE

45-6830857

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 NECKERMAN, WILLIAM M. JR. CHARITABLE	Employer identification number 45-6830857
--	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM NECKERMAN JR IRREV TRUST 42 MCCLURG ROAD YOUNGSTOWN, OH 44512	\$ 2,250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
FED PRIME OBLIGATIONS FUND #396		14.		14.
		-----		-----
TOTAL		14.		14.
		=====		=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC 0.875% 02/13/15	228.	228.
ABBOTT LABS COM	13.	13.
AMERISOURCEBERGEN CORP	194.	194.
APPLE COMPUTER INC	186.	186.
AQUA AMERICA INC	258.	258.
BANK OF NOVA SCOTIA	109.	109.
BECTON DICKINSON & CO 3.125% 11/08/21	1,745.	1,745.
BROADCOM CORP 2.700% 11/01/18	1,455.	1,455.
CA INC	311.	311.
CATERPILLAR INC DEL COM	48.	48.
CHEVRONTXACO CORP	396.	396.
COCA COLA CO COM	77.	77.
COCA COLA CO 1.800% 09/01/16	670.	670.
COHEN & STEERS REALTY SHARES	424.	424.
DEERE & CO COM	138.	138.
DONALDSON CO	57.	57.
EUROPACIFIC GROWTH FUND F1	911.	911.
FORD MTR CO DEL	50.	50.
GENERAL ELEC CO COM	197.	197.
GLAXOSMITHKLINE PLC	264.	264.
HERSHEY FOODS CORP COM	284.	284.
HOME DEPOT INC COM	261.	261.
HONEYWELL INTERNATIONAL INC	224.	224.
ILLINOIS TOOL WORKS INC COM	300.	300.
INTERNATIONAL BUSINESS MACHINES	187.	187.
ISHARES DOW JONES US HOME CONSTRUCTION	64.	64.
JPMORGAN CHASE & CO 4.250% 10/15/20	2,101.	2,101.
JOHNSON & JOHNSON COM	442.	442.
KROGER CO	252.	252.
LOCKHEED MARTIN CORPORATION	426.	426.
LOEWS CORP	50.	50.
MCDONALDS CORP COM	77.	77.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCK & CO INC 1.100% 01/31/18	-104.	-104.
MICROSOFT CORP COM	345.	345.
MORGAN STANLEY 5.625% 09/23/19	2,438.	2,438.
NEXTERA ENERGY INC	399.	399.
NIKE INC CL B	179.	179.
NORFOLK & SOUTHERN CO	353.	353.
ORACLE CORP COM	117.	117.
OPPENHEIMER DEVELOPING MKTS A	178.	178.
PNC FINL SVCS GROUP INC COM	210.	210.
PACIFICORP 2.950% 02/01/22	852.	852.
PEPCO HOLDINGS INC	327.	327.
PHILIP MORRIS INTL INC	203.	203.
PHILIP MORRIS INTL INC 1.625% 03/20/17	691.	691.
PIMCO COMMODITY REAL RETURN STRATEGY INS	276.	276.
PRAXAIR INC COM	267.	267.
PROCTER & GAMBLE CO COM	200.	200.
PROGRESSIVE CORP	1,260.	1,260.
QUALCOMM INC	192.	192.
RIDGEWORTH MID CAP VALUE EQUITY INSTITUT	518.	518.
ROWE T PRICE MID-CAP GROWTH FUND	242.	242.
T ROWE PRICE SMALL CAP STK FD	560.	560.
ROYAL DUTCH SHELL PLC ADR A	275.	275.
SCHLUMBERGER LTD COM	88.	88.
SIMON PROPERTY GROUP INC	339.	339.
STRYKER CORP COM	87.	87.
TEXAS INSTRUMENTS INC 1.6500% 08/03/19	-325.	-325.
VERIZON COMMUNICATIONS	299.	299.
WAL MART STORES INC COM	358.	358.
WELLS FARGO & CO NEW	306.	306.
WILLIAMS COMPANIES	461.	461.
YUM! BRANDS INC	90.	90.
TOTAL	24,080.	24,080.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	69.	69.
FOREIGN TAXES ON QUALIFIED FOR	147.	147.
TOTALS	216.	216.
	=====	=====

NECKERMAN, WILLIAM M. JR. CHARITABLE

45-6830857

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

IRS DETERMINATION LETTER FEE

850.

850.

TOTALS

850.

850.

NECKERMAN, WILLIAM M. JR. CHARITABLE

45-6830857

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
300 SHS ABBOTT LABS	20,952.	19,650.
850 SHS AMERISOURCBERGEN CO	33,824.	36,703.
50 SHS APPLE COMPUTER INC	31,125.	26,609.
510 SHS AQUA AMERICA INC	11,123.	12,964.
415 SHS CA INC	11,084.	9,122.
230 SHS CHEVRON CORP	24,882.	24,872.
230 SHS DTE ENERGY CO	13,767.	13,812.
300 SHS DEERE & CO	24,411.	25,926.
245 SHS EBAY INC	11,765.	12,494.
1,230 SHS GENERAL ELECTRIC	25,766.	25,818.
460 SHS GLAXOSMITHKLINE PLC	21,069.	19,996.
350 SHS THE HERSHEY CO	23,248.	25,277.
460 SHS HOME DEPOT INC	25,753.	28,451.
400 SHS HONEYWELL INTL	23,459.	25,388.
400 SHS ILLINOIS TOOL WORKS	22,866.	24,324.
120 SHS IBM	24,680.	22,986.
385 SHS JOHNSON & JOHNSON	25,574.	26,989.
1,390 SHS KROGER CO	33,876.	36,168.
270 SHS LOCKHEED MARTIN COR	24,998.	24,918.
500 SHS LOEWS CORP	20,232.	20,375.
865 SHS MICROSOFT CORP	26,005.	23,104.
110 SHS NEXTERA ENERGY INC	6,907.	7,611.
510 SHS NIKE INC CL B	25,638.	26,316.
390 SHS ORACLE CORP	11,209.	12,995.
350 SHS PNC FINL SVCS GR IN	22,276.	20,409.
250 SHS PHILLIP MORRIS INTL	22,360.	20,910.
525 SHS PHILLIPS 66	23,861.	27,878.
285 SHS PRAXAIR INC	30,672.	31,193.
355 SHS PROCTOR & GAMBLE CO	24,300.	24,101.

NECKERMAN, WILLIAM M. JR. CHARITABLE
FORM 990PF, PART II - CORPORATE STOCK
=====

45-6830857

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
1,260 SHS PROGRESSIVE CORP	28,060.	26,586.
416 SHS QUALCOMM INC	25,351.	25,734.
365 SHS SCHLUMBERGER LTD	25,654.	25,294.
390 SHS STRYKER CORP	20,852.	21,380.
505 SHS VERIZON COMMUNICATI	20,718.	21,851.
500 SHS WAL MART STORES INC	34,432.	34,115.
740 SHS WELLS FARGO & CO	25,619.	25,293.
760 SHS WILLIAMS COMPANIES	25,845.	24,882.
300 SHS YUM! BRANDS INC	20,637.	19,920.
	-----	-----
TOTALS	874,850.	882,414.
	=====	=====

NECKERMAN, WILLIAM M. JR. CHARITABLE
FORM 990PF, PART II - CORPORATE BONDS
=====

45-6830857

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
100,000 AT&T 0.875% 2/13/15	100,443.	100,469.
100,000 BECTON DICKINSON 3.125	103,250.	106,850.
100,000 BROADCOM CORP 2.700%	103,909.	107,157.
100,000 COCA COLA 1.800%	102,750.	103,285.
100,000 JPMORGAN CHASE 4.250%	103,857.	111,213.
100,000 MERCK & CO 1.100%	101,000.	99,921.
100,000 MORGAN STANLEY 5.625%	98,658.	113,098.
100,000 PACIFICORP 2.950%	100,490.	104,495.
100,000 PHILLIP MORRIS 1.625%	100,518.	102,130.
100,000 TEXAS INSTRUM 1.650%	100,940.	99,776.
	-----	-----
TOTALS	1,015,815.	1,048,394.
	=====	=====

NECKERMAN, WILLIAM M. JR. CHARITABLE

45-6830857

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
168.775 SHS COHEN & STEERS	C	11,075.	10,898.
1,147.636 SHS EUROPACIFIC GR	C	44,425.	47,042.
1,065.000 SHS ISHARES DOW JONE	C	22,223.	22,535.
995.370 SHS OPPENHEIMER DEV	C	33,325.	35,127.
1,659.193 SHS PIMCO COMM REAL	C	11,100.	11,017.
3,060.147 SHS RIDGEWORTH MID	C	33,325.	35,957.
377.783 SHS T ROWE PRICE M-C	C	22,225.	21,333.
1,598.962 SHS T ROWE PRICE SC	C	55,500.	54,413.
170.000 SHS SIMON PROPERTY	C	25,665.	26,875.
TOTALS		258,863.	265,197.

NECKERMAN, WILLIAM M. JR. CHARITABLE

45-6830857

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

WILLIAM NECKERMAN JR IRREV TRUST

42 MCCLURG ROAD

YOUNGSTOWN, OH 44512

STATEMENT 10

NECKERMAN, WILLIAM M. JR. CHARITABLE
FORM 990PF, PART XV - LINES 2a - 2d

45-6830857

=====

RECIPIENT NAME:

FARMERS TRUST COMPANY

ADDRESS:

42 MCCLURG ROAD

YOUNGSTOWN, OH 44512

RECIPIENT'S PHONE NUMBER: 330-743-700

FORM, INFORMATION AND MATERIALS:

WRITTEN APPLICATION STATING PURPOSE.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL
PURPOSES WITHIN THE MEANING OF THOSE TERMS AS USED IN IRS SECTION
501(C)(3).

STATEMENT 11

45-6830857

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
PUBLICLY TRADED SECURITIES					
60. AUTOZONE INC COM	10/11/2012	10/24/2012	21,991.00	22,794.00	-803.00
200. BANK OF NOVA SCOTIA	04/16/2012	08/02/2012	10,198.00	10,866.00	-668.00
105. CATERPILLAR INC DEL COM	04/16/2012	06/29/2012	8,880.00	11,265.00	-2,385.00
300. COCA COLA CO COM	04/16/2012	09/04/2012	11,167.00	10,890.00	277.00
315. DONALDSON CO	04/16/2012	08/15/2012	10,852.00	11,043.00	-191.00
1000. FORD MTR CO DEL	05/04/2012	10/11/2012	10,000.00	10,760.00	-760.00
110. MCDONALDS CORP COM	04/16/2012	06/20/2012	9,746.00	10,644.00	-898.00
205. NEXTERA ENERGY INC	10/11/2012	11/29/2012	13,900.00	13,926.00	-26.00
385. NORFOLK & SOUTHERN CO	10/11/2012	12/10/2012	23,824.00	25,923.00	-2,099.00
605. PEPCO HOLDINGS INC	04/16/2012	10/12/2012	11,711.00	11,217.00	494.00
160. ROYAL DUTCH SHELL PLC ADR A	04/16/2012	10/11/2012	11,109.00	10,841.00	268.00
390. WPX ENERGY INC	04/16/2012	10/11/2012	6,829.00	6,189.00	640.00
TOTAL PUBLICLY TRADED SECURITIES			150,207.00	156,358.00	-6,151.00
Totals			150,207.00	156,358.00	-6,151.00

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COHEN & STEERS REALTY SHARES	456.00
PIMCO COMMODITY REAL RETURN STRATEGY INSTITUT	33.00
ROWE T PRICE MID-CAP GROWTH FUND	1,096.00
T ROWE PRICE SMALL CAP STK FD	3,868.00
SIMON PROPERTY GROUP INC	1.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

5,453.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

5,453.00

=====