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 , 2012, and ending , 20

Name of foundation LEACH ELIZABETH ANN PFDN 10 -101231680640

A Employer identification number 61-6386848

Number and street (or P O. box number if mail is not delivered to street address) KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150 Room/suite

B Telephone number (see instructions) 207- 623-5624

City or town, state, and ZIP code BROOKLYN, OH 44144-2302

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,907,084.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

ENVELOPE POSTMARK DATE MAY 1 3 2013

SCANNED MAY 1 6 2013

RECEIVED MAY 14 2013 OGDEN, UT E2 625 RS-OSC

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	136,346.	136,346.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	95,661.			
	b Gross sales price for all assets on line 6a 735,129.				
	7 Capital gain net income (from Part IV, line 2)		95,661.		
	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	232,007.	232,007.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	79,621.	31,715.		47,905.
	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) STMT 2	500.	NONE	NONE	500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	4,077.	828.		
	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 4	3,059.			3,059.
	24 Total operating and administrative expenses. Add lines 13 through 23	87,257.	32,543.	NONE	51,464.
	25 Contributions, gifts, grants paid	285,160.			285,160.
	26 Total expenses and disbursements Add lines 24 and 25	372,417.	32,543.	NONE	336,624.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-140,410.			
	b Net investment income (if negative, enter -0-)		199,464.		
	c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions. 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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 5	4,444,206.	4,303,797.	4,907,084.
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)	4,444,206.	4,303,797.	4,907,084.
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	4,444,206.	4,303,797.	
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)	4,444,206.	4,303,797.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,444,206.	4,303,797.	

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	4,444,206.
2	Enter amount from Part I, line 27a	2	-140,410.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	4,303,797.
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	4,303,797.

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	735,129.		639,468.	95,661.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				95,661.
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** 95,661.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	248,167.	4,919,016.	0.050451
2010	45,042.	4,211,717.	0.010694
2009	NONE	3,987,465.	NONE
2008			
2007			

2	**Total** of line 1, column (d)	2	0.061145
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	0.020382
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,859,319.
5	Multiply line 4 by line 3	5	99,043.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,995.
7	Add lines 5 and 6	7	101,038.
8	Enter qualifying distributions from Part XII, line 4	8	336,624.

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,995.
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	1,995.
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	1,995.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,625.		
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	1,625.
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	370.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEYBANK NA Telephone no. ▶ (216)813-4556

Located at ▶ 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP+4 ▶ 44144-2302

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

			Yes	No
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		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? ☐ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEYBANK NA 127 PUBLIC SQUARE MC OH-01-27-161, CLEVELAND, HI 4411	CO-TRUSTEE 1	39,621	-0-	-0-
WILLIAM W LOGAN PO BOX 250, WISCASSET, ME 04578	CO-TRUSTEE 1	20,000		
SEYMOUR EPSTEIN PO BOX 404, WISCASSET, ME 04578	CO-TRUSTEE 1	20,000.		

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,933,319.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,933,319.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,933,319.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,000.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,859,319.
6	**Minimum investment return.** Enter 5% of line 5	6	242,966.

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	242,966.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,995.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,995.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	240,971.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	240,971.
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	240,971.

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	336,624.
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	336,624.
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	1,995.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	334,629.

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				240,971.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			183,299.	
b Total for prior years 20 10 ,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 ▶ $ 336,624.				
a Applied to 2011, but not more than line 2a			183,299.	
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				153,325.
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				87,646.
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				

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

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

1 **Information Regarding Foundation Managers.**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 6

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:

N/A

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*				
SEE ATTACHED SCHEDULE PORTLAND ME 04104	NONE	PUBLIC	SUPPORT	285,160.
Total ▶ 3a				285,160.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	136,346.	
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	95,661.	
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)				232,007.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 232,007.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Jeffrey K. Koogler, VP | 05/13/2013 | Vice President

Signature of officer or trustee | Date | Title

KEYBANK BY: J.K. KOOGLER

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

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

RG-OFF-ACCOUNT 10-123-1680640 · ACCOUNT NAME LEACH ELIZABETH ANN · PFDN · TAX ANALYST/NAME 619 B P CALVEY · 216-813-4524

CAL YEAR CODE 1231 · AS OF 12-31-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
001055102	AFLAC INC COM	39,840.00	0.00	33,963.75	750.000
008882532	INVESCO INTERNATIONAL GROWTH FD OPEN-END FUND CL Y	86,640.00	0.00	84,250.00	3,000.000
018490AN2	ALLERGAN INC SENIOR BD DTD 09/14/10 3.375% DUE 09/15/20	54,080.50	0.00	50,000.00	50,000.000
021441100	ALTERA CORP COM	25,792.50	0.00	16,424.93	750.000
023135106	AMAZON COM INC COM	56,445.75	0.00	29,381.62	225.000
031162100	AMGEN INC COM	60,340.00	0.00	39,259.50	700.000
032511107	ANADARKO PETE CORP COM	52,017.00	0.00	44,726.50	700.000
037411105	APACHE CORP COM	35,325.00	0.00	45,040.50	450.000
037833100	APPLE INC COM	64,925.09	0.00	25,158.84	122.000
039483102	ARCHER DANIELS MIDLAND CO COM	27,390.00	0.00	24,442.60	1,000.000
064149A64	BANK OF NOVA SCOTIA FGN SR NT DTD 01/22/10 3.40% DUE 01/22/15	52,714.00	0.00	50,108.00	50,000.000
064149107	BANK OF NOVA SCOTIA FGN COM	28,940.00	0.00	23,626.00	500.000
06739GAR0	BARCLAYS BANK PLC FGN SR NT DTD 01/08/10 5.125% DUE 01/08/20	56,946.50	0.00	49,500.00	50,000.000
073730103	BEAM INC COM	30,545.00	0.00	15,758.18	500.000
09247XAE1	BLACKROCK INC NOTE SER 2 DTD 12/10/09 5.00% DUE 12/10/19	29,913.25	0.00	24,935.00	25,000.000
126650100	CVS/CAREMARK CORP COM	48,350.00	0.00	30,250.00	1,000.000

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10-123-1680640 LEACH ELIZABETH ANN PFDN 619 B P CALVEY 216-813-4524
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
149123101	CATERPILLAR INC DEL COM	44,804.25	0.00	29,805.00	500.000
151020104	CELGENE CORP COM	47,082.00	0.00	33,788.43	600.000
156700106	CENTURYLINK INC COM	19,560.00	0.00	17,400.00	500.000
191216AR1	COCA-COLA CO SENIOR NT DTD 11/15/10 3.15% DUE 11/15/20	108,818.00	0.00	96,750.00	100,000.000
19416QDR8	COLGATE-PALMOLIVE CO MED TERM NT SER F DTD 11/03/10 2.95% DUE 11/01/20	53,627.50	0.00	49,750.00	50,000.000
197199813	COLUMBIA ACORN INTERNATIONAL FD OPEN-END FUND CL Z	91,890.00	0.00	89,580.00	2,250.000
22160K105	COSTCO WHOLESALE CORP COM	59,238.00	0.00	36,435.00	600.000
244199105	DEERE & CO COM	43,210.00	0.00	24,357.50	500.000
25179M103	DEVON ENERGY CORP COM	39,030.00	0.00	53,431.05	750.000
263534109	DU PONT E I DE NEMOURS & CO COM	22,489.25	0.00	17,402.50	500.000
278642AC7	EBAY INC SENIOR NT DTD 10/28/10 3.25% DUE 10/15/20	107,858.00	0.00	96,400.00	100,000.000
30161N101	EXELON CORP COM	23,792.00	0.00	37,676.00	800.000
30231G102	EXXON MOBIL CORP COM	47,602.50	0.00	41,153.75	550.000
31331K5S5	FEDERAL FARM CR BANKS DEB DTD 01/11/12 2.84% DUE 01/11/22	50,031.50	0.00	50,000.00	50,000.000
3140000W1	FEDERATED PRIME OBLIGATIONS FD INSTITUTIONAL SHARES	108,278.03	27,080.33	135,358.36	135,358.360
315616102	F5 NETWORKS INC COM	38,860.00	0.00	37,984.00	400.000

CHARITABLE TRUSTS HOLDINGS REPORT

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619 B P CALVEY 216-813-4524

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
369550108	GENERAL DYNAMICS CORP COM	45,025.50	0.00	44,151.25	650.000
369622519	GENERAL ELECT CAP CORP PFD 6.10%	24,800.00	0.00	23,840.25	1,000.000
36966R6W1	GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 06/04/10 5.15% DUE 06/15/22	55,458.50	0.00	50,000.00	50,000.000
36966TCN0	GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 07/08/11 4.55% DUE 07/15/24	52,878.00	0.00	50,000.00	50,000.000
38141EA58	GOLDMAN SACHS GROUP INC MED TERM NT DTD 03/08/10 5.375% DUE 03/15/20	57,301.50	0.00	50,000.00	50,000.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	155,326.65	0.00	140,348.26	2,500.429
459200101	INTERNATIONAL BUSINESS MACHS COM	47,887.50	0.00	32,006.87	250.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	47,140.00	0.00	47,419.90	1,000.000
464287481	ISHARES RUSSELL MIDCAP GRWTH IDX CLOSED-END FUND	94,200.00	0.00	92,818.15	1,500.000
464287648	ISHARES RUSSELL 2000 GWTH INDEX CLOSED-END FUND	142,965.00	0.00	140,099.65	1,500.000
46625H100	JP MORGAN CHASE & CO COM	21,984.55	0.00	21,432.50	500.000
478160104	JOHNSON & JOHNSON COM	42,060.00	0.00	37,269.00	600.000
478366107	JOHNSON CONTROLS INC COM	18,402.00	0.00	16,731.00	600.000
5604253N8	MAINE HEALTH & HIGHER EDL FACS REV 05/14/09 5.00% DUE 07/01/39 SER A	56,559.00	0.00	51,486.20	50,000.000
585055AR7	MEDTRONIC INC SENIOR NT DTD 03/16/10 3.00% DUE 03/15/15	52,538.50	0.00	50,000.00	50,000.000
585055106	MEDTRONIC INC COM	28,714.00	0.00	27,814.50	700.000

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
59156R108	METLIFE INC COM	32,940.00	0.00	45,036.30	1,000.000
59156R405	METLIFE INC PFD 5.875%	12,725.00	0.00	12,336.25	500.000
594918AL8	MICROSOFT CORP SENIOR NT DTD 02/08/11 4.00% DUE 02/08/21	57,255.50	0.00	50,000.00	50,000.000
637071101	NATIONAL-OILWELL VARCO INC COM	34,175.00	0.00	22,878.75	500.000
651639106	NEWMONT MINING CORP COM	23,220.00	0.00	26,062.75	500.000
68389X105	ORACLE CORP COM	24,990.00	0.00	17,459.93	750.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	152,718.01	0.00	149,308.91	13,587.012
713448BR8	PEPSICO INC SENIOR BD DTD 10/26/10 3.125% DUE 11/01/20	53,583.50	0.00	49,750.00	50,000.000
717081AR4	PFIZER INC SENIOR NT DTD 02/03/04 4.50% DUE 02/15/14	52,258.00	0.00	53,598.65	50,000.000
74005P104	PRAXAIR INC COM	38,307.50	0.00	29,498.00	350.000
742718DM8	PROCTER & GAMBLE CO NOTE DTD 02/06/09 3.50% DUE 02/15/15	53,087.50	0.00	51,981.20	50,000.000
742718109	PROCTER & GAMBLE CO COM	47,523.00	0.00	43,666.00	700.000
747525103	QUALCOMM INC COM	24,743.84	0.00	18,290.00	400.000
755111507	RAYTHEON CO COM	23,024.00	0.00	22,288.64	400.000
780905600	ROYCE FD PREMIER SER MUTUAL FUND	89,209.32	0.00	91,177.59	4,656.019
780905782	ROYCE SPECIAL EQUITY FUND	93,939.37	0.00	89,455.98	4,445.782

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	OPEN-END FUND				
78463V107	SPDR GOLD TRUST FUND CLOSED-END FUND	72,909.18	0.00	50,150.25	450.000
806857108	SCHLUMBERGER LTD FGN COM	45,044.09	0.00	43,563.00	650.000
81369Y605	FINANCIAL SELECT SECTOR SPDR CLOSED-END FUND	24,585.00	0.00	23,519.85	1,500.000
81369Y803	TECHNOLOGY SELECT SECTOR SPDR FD CLOSED-END FUND	36,062.50	0.00	38,724.88	1,250.000
824348106	SHERWIN WILLIAMS CO COM	53,837.00	0.00	21,260.75	350.000
826197501	SIEMENS AG SPONS ADR	27,367.50	0.00	23,947.50	250.000
832696405	SMUCKER J M CO COM	43,120.00	0.00	29,475.54	500.000
842587107	SOUTHERN CO COM	42,810.00	0.00	31,890.00	1,000.000
863667101	STRYKER CORP COM	27,410.00	0.00	24,666.35	500.000
871829107	SYSCO CORP COM	42,741.00	0.00	36,821.25	1,350.000
872407101	TFS MARKET NEUTRAL FUND OPEN-END FUND	63,008.19	0.00	57,102.20	4,033.815
87612EAZ9	TARGET CORP SENIOR BD DTD 01/12/12 2.90% DUE 01/15/22	52,996.00	0.00	49,619.00	50,000.000
87612E106	TARGET CORP COM	41,419.00	0.00	34,324.50	700.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	205,031.98	0.00	198,599.32	15,369.714
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	33,606.00	0.00	47,542.50	900.000
882508104	TEXAS INSTRS INC COM	30,890.00	0.00	25,770.00	1,000.000
883203101	TEXTRON INC	37,185.00	0.00	30,300.00	1,500.000

CHARITABLE TRUSTS HOLDINGS REPORT

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
88579Y101	3M CO COM	46,425.00	0.00	39,170.00	500.000
902973304	US BANCORP COM	25,552.00	0.00	18,688.00	800.000
911312106	UNITED PARCEL SERVICE INC COM CL B	29,492.00	0.00	22,906.00	400.000
913017109	UNITED TECHNOLOGIES CORP COM	41,005.00	0.00	34,761.25	500.000
91324P102	UNITEDHEALTH GROUP INC COM	43,392.00	0.00	23,188.00	800.000
922042858	VANGUARD FTSE EMERGING MKTS ETF CLOSED-END FUND	44,530.00	0.00	41,830.00	1,000.000
92343V104	VERIZON COMMUNICATIONS INC COM	43,270.00	0.00	28,549.05	1,000.000
92826C839	VISA INC COM CL A	75,790.00	0.00	39,992.50	500.000
928563402	VMWARE INC COM CL A	37,656.00	0.00	36,414.21	400.000
931142CP6	WAL-MART STORES INC NOTE DTD 01/23/09 4.125% DUE 02/01/19	56,892.00	0.00	50,495.60	50,000.000
931142CU5	WAL-MART STORES INC SENIOR NT DTD 07/08/10 3.625% DUE 07/08/20	55,583.00	0.00	50,000.00	50,000.000
949746101	WELLS FARGO CO COM	51,270.00	0.00	42,352.50	1,500.000
9983193H8	PARADIGM MASTER FUND LP HEDGE FUND CL A	35,808.22	0.00	25,869.81	35,808.220
	*** TOTAL ***	4,880,003.52	27,080.33	4,303,797.30	1,341,106.350

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PUBLICLY TRADED SECURITIES					
100. AMGEN INC COM	11/17/2009	11/05/2012	8,642.00	5,609.00	3,033.00
50. ANADARKO PETE CORP COM	11/17/2009	11/05/2012	3,524.00	3,195.00	329.00
250. ANNALY CAPITAL MANAGEMENT INC	08/06/2010	11/05/2012	3,975.00	4,325.00	-350.00
500. ANNALY CAPITAL MANAGEMENT INC	08/06/2010	12/11/2012	7,315.00	8,650.00	-1,335.00
500. ANNALY CAPITAL MANAGEMENT INC	08/06/2010	12/17/2012	7,065.00	8,650.00	-1,585.00
1000. ANNALY CAPITAL MANAGEMENT INC	08/06/2010	12/17/2012	14,130.00	17,300.00	-3,170.00
15. APPLE INC COM	11/17/2009	11/05/2012	8,748.00	3,093.00	5,655.00
13. APPLE INC COM	11/17/2009	12/07/2012	6,911.00	2,681.00	4,230.00
200. CVS/CAREMARK CORP COM	11/17/2009	05/04/2012	9,056.00	6,050.00	3,006.00
200. CVS/CAREMARK CORP COM	11/17/2009	11/05/2012	9,324.00	6,050.00	3,274.00
50. CATERPILLAR INC DEL COM	11/17/2009	11/05/2012	4,314.00	2,981.00	1,333.00
700. CITRIX SYS INC COM	11/17/2009	09/11/2012	56,138.00	27,500.00	28,638.00
50. COSTCO WHOLESALE CORP COM	11/17/2009	11/05/2012	4,867.00	3,036.00	1,831.00
100. DEERE & CO COM	11/17/2009	11/05/2012	8,569.00	4,872.00	3,697.00
900. DIRECTV COM	11/17/2009	10/01/2012	46,613.00	27,491.00	19,122.00
150. DU PONT E I DE NEMOURS & CO COM	11/17/2009	11/05/2012	6,631.00	5,221.00	1,410.00
200. DU PONT E I DE NEMOURS & CO COM	11/17/2009	12/11/2012	8,716.00	6,961.00	1,755.00
.333 DUKE ENERGY CORP COM NEW	11/17/2009	07/17/2012	22.00	16.00	6.00
333. DUKE ENERGY CORP COM NEW	11/17/2009	10/01/2012	21,468.00	16,159.00	5,309.00
100. EXELON CORP COM	11/17/2009	12/11/2012	2,996.00	4,710.00	-1,714.00
100. EXXON MOBIL CORP COM	11/17/2009	11/05/2012	9,029.00	7,483.00	1,546.00
50000. FEDERAL FARM CR BANKS DEB	07/27/2011	08/02/2012	50,000.00	50,000.00	
200. FREEPORT-MCMORAN COPPER & GOLD	11/17/2009	11/05/2012	7,902.00	8,414.00	-512.00
800. FREEPORT-MCMORAN COPPER & GOLD	11/17/2009	12/11/2012	25,688.00	33,654.00	-7,966.00
50. GENERAL DYNAMICS CORP COM	11/17/2009	11/05/2012	3,404.00	3,396.00	8.00
50000. GOLDMAN SACHS GROUP INC MED					
TERM BK NT SER NOTZ	08/23/2010	01/04/2012	47,625.00	50,000.00	-2,375.00
500. HEWLETT PACKARD CO COM	11/17/2009	10/15/2012	7,203.00	25,420.00	-18,217.00
50. INTERNATIONAL BUSINESS MACHS COM	11/17/2009	05/04/2012	10,241.00	6,401.00	3,840.00
1000. ISHARES MSCI CANADA INDEX FD					
CLOSED-END FUND	02/09/2011	05/04/2012	27,039.00	32,250.00	-5,211.00
100. JOHNSON & JOHNSON COM	11/17/2009	11/05/2012	7,072.00	6,212.00	860.00
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
700. JOHNSON CONTROLS INC COM	11/17/2009	11/05/2012	18,501.00	19,520.00	-1,019.00
100. JOHNSON CONTROLS INC COM	11/17/2009	12/11/2012	2,878.00	2,789.00	89.00
100. MEDTRONIC INC COM	11/17/2009	11/05/2012	4,220.00	3,974.00	246.00
200. MEDTRONIC INC COM	11/17/2009	12/11/2012	8,492.00	7,947.00	545.00
100. NEWMONT MINING CORP COM	11/17/2009	11/05/2012	4,844.00	5,213.00	-369.00
1000. PNC CAPITAL TRUST D PFD 6.125%	11/17/2009	04/25/2012	25,000.00	21,665.00	3,335.00
500. PEABODY ENERGY CORP COM	06/15/2010	11/05/2012	14,230.00	20,862.00	-6,632.00
250. PEABODY ENERGY CORP COM	06/15/2010	11/05/2012	7,115.00	10,431.00	-3,316.00
1500. POWERSHARES DB COMMODITY INDEX	02/22/2011	11/05/2012	40,949.00	43,110.00	-2,161.00
50. PRAXAIR INC COM	11/17/2009	11/05/2012	5,442.00	4,214.00	1,228.00
50. PROCTER & GAMBLE CO COM	11/17/2009	11/05/2012	3,424.00	3,119.00	305.00
150. SHERWIN WILLIAMS CO COM	11/17/2009	05/04/2012	18,123.00	9,112.00	9,011.00
50. SHERWIN WILLIAMS CO COM	11/17/2009	11/05/2012	7,174.00	3,037.00	4,137.00
50. SIEMENS AG SPONS ADR	11/17/2009	05/04/2012	4,413.00	4,790.00	-377.00
50. SIEMENS AG SPONS ADR	11/17/2009	11/05/2012	5,070.00	4,790.00	280.00
100. SIEMENS AG SPONS ADR	11/17/2009	12/11/2012	10,657.00	9,579.00	1,078.00
100. SOUTHERN CO COM	11/17/2009	11/05/2012	4,462.00	3,189.00	1,273.00
600. STANLEY BLACK & DECKER INC COM	11/17/2009	09/11/2012	43,199.00	29,607.00	13,592.00
150. TARGET CORP COM	11/17/2009	11/05/2012	9,490.00	7,355.00	2,135.00
300. TEXAS INSTRS INC COM	11/17/2009	11/05/2012	8,742.00	7,731.00	1,011.00
200. TEXAS INSTRS INC COM	11/17/2009	12/11/2012	6,160.00	5,154.00	1,006.00
300. TEXTRON INC COM	11/17/2009	11/05/2012	7,539.00	6,060.00	1,479.00
50. 3M CO COM	11/17/2009	11/05/2012	4,471.00	3,917.00	554.00
200. US BANCORP COM	11/17/2009	12/11/2012	6,428.00	4,672.00	1,756.00
100. UNITED TECHNOLOGIES CORP COM	11/17/2009	11/05/2012	7,791.00	6,952.00	839.00
100. UNITEDHEALTH GROUP INC COM	11/17/2009	11/05/2012	5,538.00	2,899.00	2,639.00
TOTAL PUBLICLY TRADED SECURITIES			718,579.00	639,468.00	79,111.00
Totals			718,579.00	639,468.00	79,111.00

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FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND I	2,055.00	
ROYCE FD PREMIER SER	131.00	
TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV	9.00	
TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV	17.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		2,212.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY.CAPITAL MANAGEMENT INC REIT	383.00	
PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND I	1,509.00	
ROYCE FD PREMIER SER	5,151.00	
ROYCE SPECIAL EQUITY FUND OPEN-END FUND	4,636.00	
TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV	2,578.00	
VERITAS SOFTWARE CO COM	82.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		14,338.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		14,338.00

[redacted]

PRIVATE FOUNDATIONS
MONTHLY SUMMARY

REPORT TAC-CRR40
RUN DATE 16JAN13
BUS DATE 2013-01-15
PAGE 415
SAR ID TAC000PCRR40

COUNT	ACCOUNT NAME		TAX ANALYST/NAME	FISCAL YEAR 2012 - 1231
10 123 1680640	LEACH ELIZABETH ANN	PFDN	619 B P CALVEY	216-813-4524

MONTH	MARKET VALUE	CASH	OTHER
JANUARY	4,905,908.71	0.00	4,905,908.71
FEBRUARY	5,036,802.03	0.00	5,036,802.03
MARCH	5,037,763.49	0.00	5,037,763.49
APRIL	5,032,486.87	0.00	5,032,486.87
MAY	4,802,744.48	0.00	4,802,744.48
JUNE	4,777,471.37	-3,636.03	4,781,107.40
JULY	4,830,499.76	0.00	4,830,499.76
AUGUST	4,924,212.26	0.00	4,924,212.26
SEPTEMBER	4,995,977.36	0.00	4,995,977.36
OCTOBER	4,955,342.84	0.00	4,955,342.84
NOVEMBER	4,989,904.01	0.00	4,989,904.01
DECEMBER	4,907,083.85	0.00	4,907,083.85
MONTHLY AVG	4,933,016.42	-303.00	4,933,319.42

ORGANIZATION	Address 1	Address 2	City	State	Zip	Contact	Title	Salutation	AWARD
BOOTHBAY REGION DISTRICT NURSING ASSOCIATION	137 Townsend Ave		Boothbay	ME	4538	Kelly Aldrich	Chief Executive Officer	Ms Aldrich	10,000
BOOTHBAY REGION LAND TRUST	P O Box 183		Boothbay Harbor	ME	04538	Nick Ullo	Executive Director	Mr Ullo	5,000
BOOTHBAY REGION STUDENT AID FUND [1]	P O Box 293		Boothbay Harbor	ME	04538	David Eastwood	President	Mr Eastwood	5,000
COASTAL KIDS PRESCHOOL	12 Jackie's Trail		Damariscotta	ME	4543	Priscilla Congdon	Education Director	Ms Congdon	10,000
FIRST CONGREGATIONAL CHURCH OF WISCASSET	28 High St	PO Box 350	Wiscasset	ME	4578	Rev John P Potter	Rev	Rev John P Potter	5,000
GENESIS COMMUNITY LOAN FUND	3 Chapman Street	P O Box 609	Damariscotta	ME	04543	Jane Irish	Director Development	Ms Irish	5,000
GOOD SHEPHERD FOOD BANK [1]	3121 Hotel Road	P O Box 1807	Auburn	ME	04211-1807	Bob Dodd	Grants Manager	Mr Todd	10,000
LINCOLN COUNTY HEALTHCARE *(THE PARENT COMPANY OF, AMONG OTHERS, ST ANDREWS HOSPITAL)*	6 St Andrew's Lane	P O Box 417	Boothbay Harbor	ME	04538	Lynn Cole	Director of Developme	Ms Cole	35,000

MORRIS FARM TRUST	156 Gardiner Road	P O Box 136	Wiscasset	ME	04578	Kim Anderson	Farm Administrator	Ms Andersson	10,230
NOBLEBORO HISTORICAL SOCIETY	198 Center St	PO Box 122	Nobleboro	ME	4555	Mary Sheldon	President	Ms Sheldon	5,000
OCEAN CLASSROOM FOUNDATION	1 Oak Street	P O Box 205	Boothbay Harbor	ME	04538	Beth Morris	Director of Developmei	Ms Morris	5,000
YOUTH PROMISE	597 US Route 1		Newcastle	ME	4553	Mary Trescot	Executive Director	Ms Trescot	16,776
') APPLICATION AND SUPPORTING)OCUMENTS RECEIVED BY MAIL, NOT LECTRONICALLY									122,006

ELIZABETH ANN LEACH CHARITABLE TRUST
ANALYSIS OF GRANT APPLICATIONS
SEPTEMBER 1, 2012
and
AWARDS APPROVED
OCTOBER 22, 2012

ORGANIZATION	Address	NEXUS LC	EAL'S SUPP	AMT REQ	MULTI YEARS	PURPOSE	AWARD
ARTHRITIS FOUNDATION	6 Chenell Dr , Suite 260 Concord, NH 03301	DIRECT	ACTIVE	6,680		DELIVER WALK WITH EASE PROGRAM TO APPROX 80 ADULTS 45 AND OLDER IN LICOLN COUNTY	6,68
COASTAL KIDS PROSCHOOL	12 Jackie's Trail, Damariscotta, ME 04543	DIRECT	N/A	3,924		NEW EQUIPMENT [SPECIFIED IN APPLICATION] FOR NEW PLAYGROUND, WHICH TRUST SUPPORTED IN JUN, 2012	3,92
COASTAL MAINE BOTANICAL GARDENS	PO Box 234, Boothbay, ME 04537	DIRECT	SOME	25,000		"COMPLETE THE BIOLOGICAL, CULTURAL AND ENVIRONMENTAL ASSESSMENT AND MASTER PLAN FOR THE JEFFORDS PRESERVE"	25,00
COMMUNITY SCHOOLS AT OPPORTUNITY FARM	PO Box 555, 79 Washington St Camden, ME 04843	DIRECT	N/A	15,000		"INCREASE THE HIGH SCHOOL GRADUATION RATES OF AT-RISK YOUTH IN LINCOLN COUNTY THROUGH EXPANSION OF OUR RESIDENTIAL PROGRAM FOR AT-RISK YOUTH, AND OUR PASSAGES PROGRAM FOR TEEN PARENTS " THE PROGRAMS EXPECT TO SERVE 8 HIGH SCHOOLERS (12 5% OF 72 STATE WID	15,0
HEALTHY KIDS	PO Box 689, 127 Elm St Damariscotta, ME 04543	DIRECT	N/A	14,550		"PROVIDE EVIDENCE BASED, VALIDATED CHILD ABUSE PREVENTION PROGRAMS TO BOOTHBAY, DAMARISCOTTA, WALDOBORO AND WHITEHFIELD AREAS AND THE TWO BRIDGES REGIONAL JAIL"	14,55
JOBS FOR MAINE GRADUATES	45 Commerce Dr Suite 9 Augusta, ME 04330	DIRECT	N/A	15,000		"SUPPORT PROGRAM AT WISCASSET MIDDLE SCHOOL" TARGET IS 54 STUDENTS AT WMS, GOAL IS TO INFLUENCE STUDENTS TO "REMAIN IN SCHOOL, IMPROVE THEIR GRADES, BEHAVIOR AND SELF ESTEEM, AND SUCCESSFULLY TRANSITION TO , STAY AND GRADUATE FROM HIGH SCHOOL"	15,00
WISCASSET PUBLIC LIBRARY	21 High St Wiscasset, ME 04578	DIRECT	N/A	24,930		UPGRADE AIR CONDITIONING & BUILDING INSULATION IN ACCORDANCE WITH ENERGY AUDIT FEB 8, 2012 AND RELATED BUDGET	8,00
				105,084			
							88,154
						PRIOR DISTRIBUTIONS FOR 2012	
						BOOTHBAY REGION YMCA	75,000
						MAR 1, 2012	122,006
							197,006
						CURRENT YEAR QUALIFYING DISTRIBUTIONS	285,160

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIV AND INT		136,346.	136,346.
	TOTAL	136,346.	136,346.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	500.			500.
TOTALS	500.	NONE	NONE	500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	828.	828.
FEDERAL TAX PAYMENT - PRIOR YE	1,624.	
FEDERAL ESTIMATES - PRINCIPAL	1,625.	
TOTALS	4,077.	828.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	3,050.	3,050.
OTHER NON-ALLOCABLE EXPENSE -	9.	9.
TOTALS	3,059.	3,059.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
SEYMOUR EPSTEIN
ADDRESS:
PO BOX 404
WISCASSET, ME 04578
FORM, INFORMATION AND MATERIALS:
LETTER
RESTRICTIONS OR LIMITATIONS ON AWARDS:
THE FOUNDATION IS ABLE TO GRANT FUNDS AS FOLLOWS TO CHARITABLE ORG. DEFINED IN IRS CODE OF 1986 LOCATED IN LINCOLN CO. MAINE FUNDS USED FOR OPERATIONS AND CAPITAL EXPENDITURES

RECIPIENT NAME:
WILIAM LOGAN
ADDRESS:
PO BOX 250
WISCASSET, ME 04578
FORM, INFORMATION AND MATERIALS:
LETTER
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SAME AS ABOVE

STATEMENT 6