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

2012

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 , 2012, and ending ,

Name of foundation Schoen Foundation		A Employer identification number 65-0379356
Number and street (or P.O. box number if mail is not delivered to street address) 5801 Pelican Bay Blvd.		B Telephone number (see the instructions) (239) 594-1404
City or town Naples	State ZIP code FL 34108	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 23,861,444.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part III 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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	13.	13.		
	4 Dividends and interest from securities	968,743.	968,743.		
	5a Gross rents	4,347.	4,347.		
	b Net rental income or (loss)	4,347.			
	6a Net gain/(loss) from sale of assets not on line 10	88,605.			
	b Gross sales price for all assets on line 6a	5,326,092.			
	7 Capital gain net income (from Part IV, line 2)		88,605.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt	-81,260.	-81,260.			
12 Total. Add lines 1 through 11	980,448.	980,448.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	65,000.	62,000.		3,000.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	15,000.	14,000.		1,000.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest	33,601.	33,601.		
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	9,673.	9,444.		229.
	19 Depreciation (attach sch) and depletion L-19 Stmt	0.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	80,987.	76,925.		4,062.
	24 Total operating and administrative expenses. Add lines 13 through 23	204,261.	195,970.		8,291.
25 Contributions, gifts, grants paid	1,018,767.			1,018,767.	
26 Total expenses and disbursements. Add lines 24 and 25	1,223,028.	195,970.		1,027,058.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-242,580.				
b Net investment income (if negative, enter 0-)		784,478.			
c Adjusted net income (if negative, enter 0-)					

Part I 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	192,105.	192,508.	192,508.
	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 sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	18,292,791.	17,958,425.	21,497,271.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less accumulated depreciation (attach schedule)		0.	0.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	1,958,137.	2,049,520.	2,171,665.
	14 Land, buildings, and equipment: basis	14,806.		
	Less accumulated depreciation (attach schedule) L-14 Stmt	14,806.	0.	0.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	20,443,033.	20,200,453.	23,861,444.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
NET FUND ASSETS	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	20,443,033.	20,200,453.	
	30 Total net assets or fund balances (see instructions)	20,443,033.	20,200,453.	
	31 Total liabilities and net assets/fund balances (see instructions)	20,443,033.	20,200,453.	

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	20,443,033.
2	Enter amount from Part I, line 27a	2	-242,580.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	20,200,453.
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	20,200,453.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Northern Trust Portfolio (Schedule Attached)		P	Various	Various
b Capital Gains Distributions		P	Various	Various
c From Pass Thru Entities		P	Various	Various
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 5,176,919.		5,237,487.	-60,568.
b 3,114.		0.	3,114.
c 146,059.		0.	146,059.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-60,568.
b 0.	0.	0.	3,114.
c 0.	0.	0.	146,059.
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	88,605.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

☐ Yes☐ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,049,840.	23,299,065.	0.045059
2010	81,123.	21,417,089.	0.003788
2009	749,849.	17,152,345.	0.043717
2008	899,642.	20,047,159.	0.044876
2007	1,560,627.	26,482,724.	0.058930

2 Total of line 1, column (d)	2	0.196370
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	0.039274
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,813,386.
5 Multiply line 4 by line 3	5	895,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,845.
7 Add lines 5 and 6	7	903,818.
8 Enter qualifying distributions from Part XII, line 4	8	1,027,058.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	7,845.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,845.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,845.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	11,578.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	11,578.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,733.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FL - Florida		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Jodi Bailey</u> Telephone no <u>(239) 594-1404</u> Located at <u>5801 Pelican Bay Blvd. Ste 502, Naples, FL</u> ZIP + 4 <u>34108</u>			
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 <u>15</u>			
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
1 a 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)?		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?		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>20__ , 20__ , 20__ , 20__</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>20__ , 20__ , 20__ , 20__</u>		
3 a 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)		
4 a 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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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**

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)

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7 b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
William J. Schoen 5801 Pelican Bay Suite 502 Naples FL 34108	Director 5.00	0.	0.	0.
Sharon A. Schoen 5801 Pelican Bay Suite 502 Naples FL 34108	Director 4.00	0.	0.	0.
Kathryn L. Schoen 5801 Pelican Bay Suite 502 Naples FL 34108	Director 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

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		
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 Not Applicable - Charitable Activities are limited to the support of other 501(c)(3) Non-Private Foundation entities for which the amount is shown to the right	1,018,767.
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	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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Form 990-PF (2012)

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	1 a	527,268.
b Average of monthly cash balances	1 b	22,633,530.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	23,160,798.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	23,160,798.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	347,412.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,813,386.
6 Minimum investment return. Enter 5% of line 5	6	1,140,669.

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	1,140,669.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	7,845.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	7,845.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,132,824.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	1,132,824.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,132,824.	

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	1 a	1,027,058.
b Program-related investments— total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,027,058.
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	7,845.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,019,213.

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				1,132,824.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	126,834.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	126,834.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,027,058.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				1,027,058.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	105,766.			105,766.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,068.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	21,068.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

N/A

- (4) Gross investment income**

[illegible]

No

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 Schedule Attached	N/A	Public	Charitable	1,018,767.
Total			3 a	1,018,767.
b Approved for future payment				
Total			3 b	

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)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	- Adj Net Inc
Other Investment Income	10,734.	10,734.	
Royalties	5.	5.	
From Pass Thru Entities	-91,999.	-91,999.	
Total	-81,260.	-81,260.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	4,972.	4,743.		229.
Foreign Income Tax	4,692.	4,692.		
Other	9.	9.		
Total	9,673.	9,444.		229.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment Fees	64,739.	64,739.		
Office Expense	13,140.	9,855.		3,285.
Other	3,108.	2,331.		777.
Total	80,987.	76,925.		4,062.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Kristine L. Pollard 5801 Pelican Bay Suite 502 Naples FL 34108	Director 1.00	0.	0.	0.
Person ☒ Business ☐ Karen A. Sutton 5801 Pelican Bay Suite 502 Naples FL 34108	Director 1.00	0.	0.	0.
Person ☐ Business ☐ Alan Hilfiker 5801 Pelican Bay Suite 502 Naples FL 34108	Director 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
<u>2000 Furniture</u>	<u>01/31/00</u>	<u>3981</u>	<u>3981</u>	<u>200DB</u>	<u>7.00</u>	<u>0</u>		
<u>2000 - Office Furn.</u>	<u>04/24/00</u>	<u>4586</u>	<u>4586</u>	<u>200DB</u>	<u>7.00</u>	<u>0</u>		
<u>2001 Computer Equipment</u>	<u>11/19/01</u>	<u>1372</u>	<u>1372</u>	<u>200DB</u>	<u>5.00</u>	<u>0</u>		
<u>2001 Office Equip.</u>	<u>08/17/01</u>	<u>4867</u>	<u>4867</u>	<u>200DB</u>	<u>5.00</u>	<u>0</u>		

Total

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Assets Held in Northern Trust Investment Portfolio</u>	<u>17,958,425.</u>	<u>21,497,271.</u>
Total	<u><u>17,958,425.</u></u>	<u><u>21,497,271.</u></u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>Greenlight Masters LP</u>	<u>2,049,520.</u>	<u>2,171,665.</u>
Total	<u><u>2,049,520.</u></u>	<u><u>2,171,665.</u></u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
<u>Office Furniture & Equipment</u>	<u>14,806.</u>	<u>14,806.</u>	<u>0.</u>
Total	<u><u>14,806.</u></u>	<u><u>14,806.</u></u>	<u><u>0.</u></u>

Sold Securities
WSFoundation - Northern Trust
Date Range - 01/01/2012 Thru 12/31/2012

02/14/13

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
ACTIVISION BLIZZARD INC	03/19/12	08/03/12	0.375	10,000.00000	12.509	125,094.00	11.255	112,550.47	-12,543.53	-10.03	-24.5
SUBURBAN PROPANE	01/27/12	09/14/12	0.633	0.22000	0.000	0.00	40.273	8.86	8.86		
					<u>125,094.00</u>			<u>112,559.33</u>	<u>-12,534.67</u>	<u>-10.02</u>	
Total Short Term Activity:											
Long Term Activity:											
DODGE & COX INTL FN	01/24/06	01/25/12	6.005	25,449.76700	36.380	925,862.52	31.320	797,086.70	-128,775.82	-13.91	-2.5
DODGE & COX INTL FN	10/11/06	01/25/12	5.293	1,550.23300	40.550	62,861.95	31.320	48,553.30	-14,308.65	-22.76	-4.8
Subtotal for 2 positions				<u>27,000.00000</u>		<u>988,724.47</u>		<u>845,640.00</u>	<u>-143,084.47</u>	<u>-14.47</u>	
PNC CAPITAL TRUST	06/02/08	07/30/12	4.162	11,000.00000	24.611	270,717.48	25.000	275,000.00	4,282.52	1.58	0.4
PNC CAPITAL TRUST	06/10/08	07/30/12	4.140	9,000.00000	24.607	221,462.46	25.000	225,000.00	3,537.54	1.60	0.4
Subtotal for 2 positions				<u>20,000.00000</u>		<u>492,179.94</u>		<u>500,000.00</u>	<u>7,820.06</u>	<u>1.59</u>	
AMERICAN FDAMENTAL	07/21/08	09/21/12	4.173	53,248.13600	37.560	2,000,000.00	40.690	2,166,666.65	166,666.65	8.33	1.9
AMERICAN GROWTH FND	11/30/07	09/21/12	4.814	27,601.43500	36.230	999,999.99	34.140	942,312.99	-57,687.00	-5.77	-1.2
AMERICAN GROWTH FND	12/20/07	09/21/12	4.759	307.36600	33.190	10,201.49	34.140	10,493.48	291.99	2.86	0.6
AMERICAN GROWTH FND	12/20/07	09/21/12	4.759	1,710.64000	33.190	56,776.14	34.140	58,401.25	1,625.11	2.86	0.6
Subtotal for 3 positions				<u>29,619.44100</u>		<u>1,066,977.62</u>		<u>1,011,207.72</u>	<u>-55,769.90</u>	<u>-5.23</u>	
DODGE & COX INTL FN	01/24/06	09/21/12	6.663	10,284.15300	36.380	374,137.49	33.500	344,519.13	-29,618.36	-7.92	-1.2

Sold Securities
WSFoundation - Northern Trust
Date Range - 01/01/2012 Thru 12/31/2012

02/14/13

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
DODGE & COX STK FD	08/02/04	09/21/12	8.142	1,422.28693	116.020	165,013.72	121.630	172,992.79	7,979.07	4.84	0.6
DODGE & COX STK FD	01/02/08	09/21/12	4.723	7.69216	139.230	1,070.98	121.630	935.60	-135.38	-12.64	-2.8
DODGE & COX STK FD	01/02/08	09/21/12	4.723	5.31200	139.230	739.59	121.630	646.10	-93.49	-12.64	-2.8
DODGE & COX STK FD	01/02/08	09/21/12	4.723	116.98650	139.230	16,288.03	121.630	14,229.07	-2,058.96	-12.64	-2.8
DODGE & COX STK FD	03/28/08	09/21/12	4.488	53.93305	117.400	6,331.74	121.630	6,559.88	228.14	3.60	0.8
DODGE & COX STK FD	03/28/08	09/21/12	4.488	0.64787	117.400	76.06	121.629	78.80	2.74	3.60	0.8
DODGE & COX STK FD	03/28/08	09/21/12	4.488	7.27215	117.400	853.75	121.630	884.51	30.76	3.60	0.8
Subtotal for 7 positions				1,614.13066		190,373.87		196,326.75	5,952.88	3.13	
Total Long Term Activity:											
						5,112,393.39		5,064,360.25	-48,033.14	-0.94	
Total Net Activity											
						5,237,487.39		5,176,919.58	-60,567.81	-1.16	

**THE SCHOEN FOUNDATION ANNUAL BOARD MEETING
2012 RECIPIENT LIST**

	<u>NAME</u>	<u>CASH AMOUNT</u>
5-Jan 1)	Habitat for Humanity of Collier County	\$500 00
6-Feb 2)	Grace Lutheran Church	\$100.00
6-Feb 3)	Special Operations Fund	\$10,000.00
22-Feb 4)	Community Hospice Care	\$500.00
22-Feb 5)	St Francis Home	\$1,000.00
23-Apr 6)	American Cancer Society	\$2,000 00
12-Jul 7)	National Museum of Wildlife Art	\$3,000.00
16-Jul 8)	Community Foundation of Teton Valley	\$10,000.00
1-Sep 9)	Luekemia & Lymphoma Society	\$1,000.00
1-Sep 10)	Community Foundation of Jackson Hole	\$10,000.00
10-Oct 11)	Avow Hospice	\$20,000.00
10-Oct 12)	Big Oak Ranch	\$50,000.00
10-Oct 13)	Boys/Girls Club of Collier County	\$50,000.00
10-Oct 14)	Girls Inc of Pinellas Co	\$25,000.00
10-Oct 15)	Grace Lutheran Church	\$100,000.00
10-Oct 16)	Grace Place for Families and Children	\$10,000 00
10-Oct 17)	Habitat for Humanity of Collier County	\$50,000.00
10-Oct 18)	Marine Corps Scholarship Foundation	\$50,000.00
10-Oct 19)	Marine Corps Heritage Foundation	\$50,000.00
10-Oct 20)	Naples Christian Academy	\$50,000.00
10-Oct 21)	Naples Philharmonic Center for the Arts	\$200,000.00
10-Oct 22)	Open Door Community	\$5,000 00
10-Oct 23)	PACE Center for Girls Inc	\$25,000 00
10-Oct 24)	Presbyterian Church of Jackson Hole	\$10,000.00
10-Oct 25)	Prison Fellowship Ministries	\$25,000.00
10-Oct 26)	Ricky King Childrens Fund	\$5,000.00
10-Oct 27)	Samuels House Inc.,	\$20,000.00
10-Oct 28)	Shelter for Abused Women of Collier Co	\$15,000.00
10-Oct 29)	Shepherd of the Mountains Lutheran Church	\$5,000.00
10-Oct 30)	Foundation in Christ Ministries	\$10,000.00
10-Oct 31)	Urban Peak Denver	\$50,000.00
10-Oct 32)	USC - NAI program	\$20,000.00
10-Oct 33)	USO	\$5,000.00
10-Oct 34)	Village School of Naples	\$20,000.00
10-Oct 35)	Devil Pups Inc.	\$10,000.00
10-Oct 36)	Old Fort United Methodist Church	\$500 00
14-Nov 37)	Lake Travis - Labor of Love	\$12,000.00
14-Nov 38)	Capital One Food Bank	\$15,000.00
14-Nov 39)	Lighthouse Childrens Home	\$15,000.00
14-Nov 40)	Lake Hills Church - mom to mom ministry	\$8,000.00
7-Dec 41)	Holy Cross Anglican Church - HH4HC	\$15,000.00
7-Dec 42)	St. Lukes Training & Counseling Center	\$15,000.00
13-Dec 43)	Bright Futures Atlanta	\$20,000.00
13-Dec 44)	Boys & Girls Club of Collier County	\$100.00
	Qualified Charitable Distributions from Pass Thru Entity	\$67 00
	TOTAL	<u>\$1,018,767.00</u>

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions Schoen Foundation		Employer identification number (EIN) or 65-0379356
	Number, street, and room or suite no. If a P.O. box, see instructions. 5801 Pelican Bay Blvd. Suite 502		Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Naples, Florida 34108		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Jodi Bailey

Telephone No. ► 239-594-1404

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 12 or

► ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No 27916D

Form **8868** (Rev. 1-2013)