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 THE HARRINGTON FAMILY FOUNDATION
C/O RONALD G. HARRINGTON

A Employer identification number 83-0343509

Number and street (or P O box number if mail is not delivered to street address) 13 SAIL POINT ROAD — Room/suite

B Telephone number (see instructions) (305) 367-8980

City or town, state, and ZIP code KEY LARGO, FL 33037

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 26,521,317.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

	Line	(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	208.	208.		ATCH 1
	4 Dividends and interest from securities	401,136.	398,911.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	813,747.			
	b Gross sales price for all assets on line 6a 13,680,806.				
	7 Capital gain net income (from Part IV, line 2)		812,503.		
	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) ATCH 3	90,258.	91,502.		
	12 **Total.** Add lines 1 through 11	1,305,349.	1,303,124.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	24,590.	24,590.		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	97,664.	97,664.		
	17 Interest ATCH 6	88.	88.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	25,941.	5,941.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	1,012.	29.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	149,295.	128,312.		
	25 Contributions, gifts, grants paid	4,825,584.			4,825,584.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,974,879.	128,312.	0	4,825,584.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-3,669,530.			
	b **Net investment income** (if negative, enter -0-)		1,174,812.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	9,519,056.	3,793,456.	3,793,456.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **		2,333,451.	2,757,880.
	b	Investments - corporate stock (attach schedule) ATCH 10	11,561,075.	12,991,361.	15,929,483.
	c	Investments - corporate bonds (attach schedule) ATCH 11	4,041,498.	473,689.	489,113.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	2,150,219.	3,552,866.	3,549,422.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 13)		1,963.	1,963.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	27,271,848.	23,146,786.	26,521,317.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	27,271,848.	23,146,786.	
	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)	27,271,848.	23,146,786.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	27,271,848.	23,146,786.	

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	27,271,848.
2	Enter amount from Part I, line 27a	2	-3,669,530.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	55,135.
4	Add lines 1, 2, and 3	4	23,657,453.
5	Decreases not included in line 2 (itemize) ▶ ATCH 15	5	510,667.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,146,786.

**ATCH 9

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	812,503.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,989,399.	30,065,261.	0.099430
2010	2,332,450.	21,955,601.	0.106235
2009	2,072,800.	17,302,885.	0.119795
2008	2,397,100.	18,700,097.	0.128187
2007	2,358,935.	17,912,999.	0.131688

2	**Total** of line 1, column (d)	2	0.585335
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	0.117067
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,170,967.
5	Multiply line 4 by line 3	5	3,297,891.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,748.
7	Add lines 5 and 6	7	3,309,639.
8	Enter qualifying distributions from Part XII, line 4	8	4,825,584.

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 ▶ ☒ and enter 1% of Part I, line 27b		1	11,748.
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	11,748.
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	11,748.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 24,653.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	39,653.
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	27,905.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 27,905. **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) ▶ OH,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)*

		Line	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 ▶ RONALD G. HARRINGTON Telephone no ▶ 330-367-8980

Located at ▶ 13 SAIL POINT ROAD KEY LARGO, FL ZIP+4 ▶ 33037

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

		Line	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.

			Line	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		
	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		
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
ATCH 16		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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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	22,612,382.
b	Average of monthly cash balances	1b	5,987,584.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	28,599,966.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	28,599,966.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	428,999.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,170,967.
6	**Minimum investment return.** Enter 5% of line 5	6	1,408,548.

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	1,408,548.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,748.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,748.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,396,800.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,396,800.
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	1,396,800.

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	4,825,584.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,825,584.
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	11,748.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,813,836.

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				1,396,800.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... 1,482,584.				
b From 2008 ... 1,469,745.				
c From 2009 ... 1,214,278.				
d From 2010 ... 1,264,789.				
e From 2011 ... 1,492,022.				
f **Total** of lines 3a through e	6,923,418.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,825,584.				
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				1,396,800.
e Remaining amount distributed out of corpus	3,428,784.			
5 Excess distributions carryover applied to 2012 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,352,202.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)	1,482,584.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,869,618.			
10 Analysis of line 9				
a Excess from 2008 ... 1,469,745.				
b Excess from 2009 ... 1,214,278.				
c Excess from 2010 ... 1,264,789.				
d Excess from 2011 ... 1,492,022.				
e Excess from 2012 ... 3,428,784.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 17

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 ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 18				
Total . . . . . . ▶ **3a**				4,825,584.
b Approved for future payment				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	208.	
4 Dividends and interest from securities			14	401,136.	
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			18	90,258.	
8 Gain or (loss) from sales of assets other than inventory			18	813,747.	
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)				1,305,349.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,305,349.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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
	N/A		N/A

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

Ronald E Harrington 11/13/13 Trustee

Signature of officer or trustee | Date | Title

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
	Chris M. Essig	11/12/13		P00634551

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 200 PUBLIC SQUARE, 18TH FLOOR CLEVELAND, OH 44114 — Phone no 216-875-3000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-33,594.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-50,937.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					71.	
		SEE ATTACHED STATEMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
6,657,526.		6,698,475.					-40,949.	
		SEE ATTACHED STATEMENT D-2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
902,779.		928,524.					-25,745.	
		SEE ATTACHED STATEMENT D-3 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,777,953.		2,109,109.					668,844.	
		SEE ATTACHED STATEMENT D-4 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,413,374.		3,130,301.					283,073.	
		DCP MIDSTREAM PROPERTY TYPE: SECURITIES				P	VARIOUS	11/15/2012
11,740.							11,740.	
TOTAL GAIN(LOSS)							812,503.	

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
ABBOTT LABORATORIES	ABT 002824100		Various 11/07/12	3,220 000	206,528 74	181,295 49		25,233 25
ACCENTURE PLC-CL A	ACN G1151C101		02/13/12 04/09/12	1,600 000	101,920 43	92,311 68		9,608 75
ACCENTURE PLC-CL A	ACN G1151C101		03/30/12 07/09/12	530 000	30,609 99	34,105 18		-3,495 19
AMGEN INC	AMGN 031162100		01/10/12 01/17/12	1,320 000	89,864 13	85,709 71		4,154 42
APPLE INC	AAPL 037833100		01/10/12 11/07/12	31 000	17,456 01	13,165 00		4,291 01
APPLE INC	AAPL 037833100		Various 11/28/12	200 000	114,902 92	118,292 05		-3,389 13
AUTOZONE INC	AZO 053332102		12/05/11 03/30/12	40 000	14,912 46	13,521 04		1,391 42
AUTOZONE INC	AZO 053332102		Various 10/22/12	830 000	301,987 82	276,063 62		25,924 20
BED BATH & BEYOND INC	BBBY 075896100		Various 09/20/12	2,110 000	131,701 55	143,702 53		-12,000 98
BED BATH & BEYOND INC	BBBY 075896100		Various 09/24/12	2,100 000	130,419 67	137,810 18		-7,390 51

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CITIGROUP INC NEW	C 172967424		Various 04/09/12	4,400 000	147,754 84	160,843 25		-13,088 41
CROWN HOLDINGS INC	CCK 228368106		03/16/12 04/09/12	1,620 000	60,115 71	60,972 75		-857 04
CROWN HOLDINGS INC	CCK 228368106		04/30/12 06/29/12	2,670 000	92,220 27	99,164 60		-6,944 33
CROWN HOLDINGS INC	CCK 228368106		Various 07/09/12	1,330 000	44,792 19	49,380 17		-4,587 98
CROWN HOLDINGS INC	CCK 228368106		03/30/12 07/10/12	110 000	3,696 00	4,065 36		-369 36
CROWN HOLDINGS INC	CCK 228368106		03/30/12 07/11/12	40 000	1,343 68	1,478 31		-134 63
CVS CAREMARK CORPORATION	CVS 126650100		Various 07/25/12	3,390 000	150,691 26	155,216 25		-4,524 99
CVS CAREMARK CORPORATION	CVS 126650100		Various 11/28/12	2,070 000	93,256 37	100,851 26		-7,594 89
DOLLAR GENERAL CORP	DG 256677105		Various 09/18/12	3,940 000	196,822 22	162,824 09		33,998 13
DOLLAR GENERAL CORP	DG 256677105		Various 10/22/12	3,200 000	150,673 10	127,458 83		23,214 27

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
E M C CORP MASS	EMC 268648102		04/16/12 06/13/12	3,070 000	74,535 46	88,906 59		-14,371 13
EMERSON ELECTRIC CO	EMR 291011104		08/14/12 09/05/12	3,390 000	166,854 42	175,699 29		-8,844 87
GENERAL ELECTRIC CO	GE 369604103		08/17/12 09/05/12	2,190 000	45,163 79	46,194 33		-1,030 54
GENERAL ELECTRIC CO	GE 369604103		Various 09/05/12	2,180 000	44,959 08	45,974 57		-1,015 49
GENERAL ELECTRIC CO	GE 369604103		08/14/12 09/05/12	2,180 000	44,985 24	45,846 05		-860 81
GENERAL ELECTRIC CO	GE 369604103		08/14/12 09/05/12	2,180 000	45,049 99	45,846 06		-796 07
GENERAL ELECTRIC CO	GE 369604103		08/14/12 09/05/12	1,690 000	34,914 61	35,541 21		-626 60
GENERAL ELECTRIC CO	GE 369604103		08/14/12 09/05/12	2,180 000	44,994 18	45,846 05		-851 87
GOOGLE INC CL A	GOOG 38259P508		Various 04/30/12	650 000	397,031 45	415,700 56		-18,669 11
GOOGLE INC - A	GOOG 38259P508		Various 06/04/12	295 000	169,604 65	184,809 13		-15,204 48

STATEMENT D-1

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
GOOGLE INC CL A	GOOG 38259P508		Various 06/13/12	145 000	81,412 09	88,996 21		-7,584 12
GOOGLE INC CL A	GOOG 38259P508		08/17/12 09/05/12	140 000	95,660 42	94,409 54		1,250 88
GOOGLE INC CL A	GOOG 38259P508		Various 11/28/12	130 000	86,747 69	98,745 69		-11,998 00
INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101		04/30/12 11/07/12	80 000	15,306 75	16,556 64		-1,249 89
ISHARES FTSE/XINHUA CHINA 25 INDEX FUND	FXI 464287184		02/13/12 03/06/12	2,240 000	84,099 50	88,311 11		-4,211 61
ISHARES FTSE/XINHUA CHINA 25 INDEX FUND	FXI 464287184		02/13/12 03/26/12	2,240 000	82,993 64	88,311 10		-5,317 46
ISHARES FTSE/XINHUA CHINA 25 INDEX FUND	FXI 464287184		05/02/12 05/08/12	4,720 000	170,232 89	180,384 42		-10,151 53
ISHARES MSCI EMERGING MARKET INDEX	EEM 464287234		Various 03/06/12	6,070 000	256,492 33	263,842 45		-7,350 12
ISHARES MSCI EMERGING MARKET INDEX	EEM 464287234		Various 04/09/12	7,110 000	299,253 18	287,420 87		11,832 31
ITAU UNIBANCO HOLDING S A, .)R	ITUB 465562106		Various 03/06/12	8,160 000	166,070 14	177,584 51		-11,514 37

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ITAU UNIBANCO HOLDING S A, ADR	ITUB 465562106		Various 04/04/12	9,570 000	176,992 21	191,462 78		-14,470 57
JOHNSON & JOHNSON	JNJ 478160104		07/05/11 03/16/12	2,390 000	155,079 28	161,190 92		-6,111 64
JP MORGAN CHASE & CO	JPM 46625H100		05/16/12 05/23/12	884 000	29,515 29	32,538 80		-3,023 51
JP MORGAN CHASE & CO	JPM 46625H100		05/16/12 05/23/12	556 000	18,539 90	20,465 58		-1,925 68
KRAFT FOODS INC CLASS A	KFT 50075N104		12/27/11 03/30/12	300 000	11,366 74	11,340 21		26 53
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		12/27/11 11/07/12	679 923	30,226 25	27,059 10		3,167 15
MASTERCARD INC - CLASS A	MA 57636Q104		Various 06/04/12	365 000	145,264 92	141,812 66		3,452 26
MC DONALDS CORP	MCD 580135101		Various 03/06/12	1,280 000	127,625 21	116,323 60		11,301 61
MC DONALDS CORP	MCD 580135101		03/24/11 03/23/12	930 000	88,590 39	69,716 34		18,874 05
MC DONALDS CORP	MCD 580135101		03/30/12 05/09/12	60 000	5,506 21	5,871 60		-365 39

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
PNC FINANCIAL SERVICES GROUP INC	PNC 693475105		Various 11/28/12	4,490 000	246,583 47	266,651 66		-20,068 19
ROYAL DUTCH SHELL PLC ADR	RDS 780259206		03/30/11 03/30/12	170 000	11,857 83	12,313 51		-455 68
ROYAL DUTCH SHELL PLC ADR	RDS 780259206		07/05/11 04/09/12	1,210 000	83,248 79	87,450 57		-4,201 78
TEEKAY CORPORATION	TK Y8564W103		Various 06/29/12	19,010 000	547,690 51	548,514 90		-824 39
UNION PACIFIC CORP	UNP 907818108		Various 09/20/12	710 000	85,675 83	88,087 27		-2,411 44
UNION PACIFIC CORP	UNP 907818108		08/15/12 09/24/12	710 000	85,781 34	87,834 60		-2,053 26
VISA INC CLASS A SHARES	V 92826C839		Various 06/04/12	1,425 000	162,295 60	150,686 40		11,609 20
YUM BRANDS INC	YUM 988498101		Various 05/16/12	2,250 000	157,655 54	145,996 58		11,658 96
Total Short-Term Covered					**6,657,526.17**	**6,698,474.81**		**-40,948.64**

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CROWN HOLDINGS INC	CCK 228368106		03/19/12 04/09/12	1,460 000	54,178 36	55,436 64		-1,258 28
SPDR GOLD TRUST	GLD 78463V107		02/09/12 03/16/12	3,081 000	495,425 43	523,708 38		-28,282 95
TEEKAY OFFSHORE PARTNERS LP	TOO Y8565J101		Various 07/02/12	2,645 000	74,063 88	67,826 96		6,236 92
TEEKAY OFFSHORE PARTNERS LP	TOO Y8565J101		12/29/11 07/03/12	1,687 000	47,183 99	43,228 02		3,955 97
TEEKAY OFFSHORE PARTNERS LP	TOO Y8565J101		Various 11/14/12	4,271 000	105,505 85	104,422 69		1,083 16
TEEKAY OFFSHORE PARTNERS LP	TOO Y8565J101		12/28/11 11/15/12	1,867 000	46,150 27	45,840 64		309 63
WISDOMTREE EMERGING MARKETS LOCAL DEBT FUND	ELD 97717X867		09/07/11 01/03/12	1,640 000	80,271 53	88,061 11		-7,789 58
Total Short-Term Non Covered					**902,779.31**	**928,524.44**		**-25,745.13**

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ACCENTURE PLC-CL A	ACN G1151C101		02/24/11 06/04/12	480 000	26,831 49	24,662 40		2,169 09
ACCENTURE PLC-CL A	ACN G1151C101		02/24/11 07/09/12	980 000	56,599 61	50,352 40		6,247 21
ALLERGAN INC	AGN 018490102		Various 11/28/12	1,080 000	98,363 11	91,852 54		6,510 57
APPLE INC	AAPL 037833100		03/24/11 06/04/12	650 000	364,902 99	222,820 45		142,082 54
APPLE INC	AAPL 037833100		03/24/11 06/29/12	290 000	167,524 75	99,412 21		68,112 54
APPLE INC	AAPL 037833100		03/24/11 07/25/12	30 000	17,176 23	10,284 02		6,892 21
APPLE INC	AAPL 037833100		03/24/11 11/07/12	259 000	145,842 14	88,785 38		57,056 76
CROWN HOLDINGS INC	CCK 228368106		02/24/11 06/29/12	4,390 000	151,628 06	165,967 46		-14,339 40
DOLLAR TREE INC	DLTR 256746108		Various 09/18/12	4,470 000	208,477 01	122,930 28		85,546 73
DOLLAR TREE INC	DLTR 256746108		02/24/11 09/26/12	1,400 000	67,706 82	35,125 72		32,581 10

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DOLLAR TREE INC	DLTR 256746108		02/24/11 09/27/12	2,010 000	96,982 73	50,430 49		46,552 24
INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101		Various 06/29/12	990 000	192,668 89	157,969 30		34,699 59
INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101		02/24/11 10/17/12	240 000	48,011 66	38,262 96		9,748 70
INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101		02/24/11 11/07/12	280 000	53,573 63	44,640 12		8,933 51
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		Various 11/07/12	2,253 077	100,161 44	83,230 66		16,930 78
MASTERCARD INC - CLASS A	MA 57636Q104		07/07/11 11/07/12	170 000	78,930 03	54,286 00		24,644 03
MC CORMICK & CO INC NON-VOTING	MKC 579780206		Various 11/14/12	2,710 000	170,699 34	129,594 28		41,105 06
MC DONALDS CORP	MCD 580135101		02/24/11 03/06/12	580 000	57,830 18	43,549 07		14,281 11
MC DONALDS CORP	MCD 580135101		03/24/11 05/09/12	930 000	85,346 23	69,716 33		15,629 90
NESTLE S A -PONS ADR REPSTG REG SH	NSRG 641069406		04/04/11 06/04/12	1,010 000	56,831 42	58,371 23		-1,539 81

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
PHILIP MORRIS INTERNATIONAL	PM 718172109		03/24/11 03/30/12	180 000	15,885 25	11,650 45		4,234 80
ROYAL DUTCH SHELL PLC ADR	RDS 780259206		Various 04/09/12	2,250 000	154,619 01	162,420 25		-7,801 24
ROYAL DUTCH SHELL PLC ADR	RDS 780259206		02/24/11 04/09/12	990 000	68,112 65	70,647 09		-2,534 44
SABMILLER PLC SPONS ADR	SBMR 78572M105		Various 11/14/12	4,360 000	183,945 58	153,037 20		30,908 38
VISA INC CLASS A SHARES	V 92826C839		07/07/11 11/07/12	770 000	109,302 36	69,111 12		40,191 24
Total Long-Term Covered					**2,777,952.61**	**2,109,109.41**		**668,843.20**

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DCP MIDSTREAM PARTNERS LP	DPM 23311P100		Various 11/15/12	23,410 000	931,931 19	959,882 25		-27,951 06
KRAFT FOODS GROUP INC COM CASH IN LIEU OF FRACTIONAL SHARES	KRFT 50076Q106		00/00/00 10/22/12		15 75	00		15 75
SABMILLER PLC SPONS ADR	SBMR 78572M105		Various 11/14/12	2,010 000	84,800 60	46,020 92		38,779 68
SPDR GOLD TRUST	GLD 78463V107		03/02/11 03/16/12	3,539 000	569,071 92	495,852 12		73,219 80
SPDR GOLD TRUST	GLD 78463V107		03/30/11 04/04/12	3,290 000	518,242 34	455,763 70		62,478 64
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000328284	78463V107		00/00/00 01/11/12	7,569 000	394 95	00		394 95
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000300711	78463V107		00/00/00 02/14/12	12,169 000	612 51	00		612 51
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000315215	78463V107		00/00/00 03/13/12	12,169 000	630 02	00		630 02
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000352592	78463V107		00/00/00 04/10/12	2,259 000	127 21	00		127 21
›DR GOLD TRUST ↄST BASIS ALLOC RATE 0 000395985	78463V107		00/00/00 05/16/12	2,259 000	134 50	00		134 50

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000325133	78463V107		00/00/00 06/12/12	3,189 000	161 40	00		161 40
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000331733	78463V107		00/00/00 07/06/12	4,309 000	220 10	00		220 10
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000328543	78463V107		00/00/00 08/10/12	4,309 000	222 27	00		222 27
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000313489	78463V107		00/00/00 09/12/12	8,939 000	472 05	00		472 05
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000340007	78463V107		00/00/00 10/08/12	8,939 000	522 57	00		522 57
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000321853	78463V107		00/00/00 11/19/12	10,669 000	575 94	00		575 94
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000308018	78463V107		00/00/00 12/11/12	10,669 000	544 46	00		544 46
US TREAS TIPS 3% 07/15/12	912828AF7		Various 07/16/12	225,000 000	287,772 75	252,117 51		35,655 24

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol / Cusip	Code*	Date Acquired / Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss / Ordinary Income**
US TREAS 2 625% 01/31/18	912828PT1		03/23/11 09/26/12	925,000 000	1,016,921 88	920,664 06		96,257 82
Total Long-Term Non Covered					**3,413,374.41**	**3,130,300.56**		**283,073.85**

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PNC - JSM		208.	208.
	TOTAL	208.	208.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN - TAXABLE INTEREST	115,343.	115,343.
JP MORGAN - TAXABLE INTEREST OID	16,487.	16,487.
JP MORGAN - DIVIDEND INCOME	249,331.	249,331.
JP MORGAN - TAX EXEMPT INTEREST	350.	
JP MORGAN - ADDITIONAL TAX EXEMPT	2,760.	885.
EMERGING MARKETS - INTEREST INCOME	1,829.	1,829.
EMERGING MARKETS - DIVIDEND INCOME	14,378.	14,378.
SUSTAINABLE - INTEREST INCOME	3.	3.
PTPS - INTEREST INCOME	278.	278.
PTPS - DIVIDEND INCOME	377.	377.
TOTAL	401,136.	398,911.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMERGING MARKETS - SEC 988 EXPENSE	-2,420.	-2,420.
EMERGING MARKETS - OTHER EXPENSE	-977.	-977.
SUSTAINABLE WOODLANDS - ORDINARY LOSS	-1,894.	
PTP'S ORDINARY INCOME	95,549.	94,899.
TOTALS	90,258.	91,502.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	24,590.	24,590.		
TOTALS	24,590.	24,590.		

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	88,089.	88,089.
BANK FEES	44.	44.
JP MORGAN FEES	5,277.	5,277.
EMERGING MARKETS	4,254.	4,254.
TOTALS	97,664.	97,664.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMERGING MARKETS	88.	88.
TOTALS	88.	88.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMERGING MKT - FOREIGN TAX	1,877.	1,877.
JP MORGAN - FOREIGN TAX	3,864.	3,864.
OHIO DEPARTMENT OF TAXATION	200.	200.
FEDERAL INCOME TAX	20,000.	
TOTALS	25,941.	5,941.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PTPS	983.	
SUSTAINABLE WOODLANDS	29.	29.
TOTALS	1,012.	29.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JP MORGAN	2,333,451.	2,757,880.
US OBLIGATIONS TOTAL	2,333,451.	2,757,880.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JP MORGAN - MISC EQUITITES	9,986,994.	10,872,053.
JP MORGAN - PTPS	3,004,367.	5,057,430.
TOTALS	12,991,361.	15,929,483.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JP MORGAN - BONDS	473,689.	489,113.
TOTALS	473,689.	489,113.

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EMERGING MARKETS	552,416.	535,470.
SUSTAINABLE WOODLANDS	450,955.	449,150.
JP MORGAN - OTHER ASSETS	2,549,495.	2,564,802.
TOTALS	3,552,866.	3,549,422.

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INCOME IN TRANSIT	1,963.	1,963.
TOTALS	1,963.	1,963.

ATTACHMENT 14

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PY PTP DISTR ADJUSTMENT		55,135.
	TOTAL	55,135.

ATTACHMENT 15

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
OID INCOME	16,487.
SUSTAINABLE WOODLANDS - SUSPENDED LOSS	6,098.
ENTERPRISE PRODUCTS - SUSPENDED LOSS	417,651.
MAGELLAN MIDSTREAM - SUSPENDED LOSS	39,784.
PLAINS ALL AMERICAN - SUSPENDED LOSS	30,647.
TOTAL	510,667.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
RONALD G. HARRINGTON 13 SAIL POINT ROAD KEY LARGO, FL 33037	TRUSTEE	0	0	0
NANCY A. HARRINGTON 13 SAIL POINT ROAD KEY LARGO, FL 33037	TRUSTEE	0	0	0
RONALD M. HARRINGTON 250 COLLEGE STREET HUDSON, OH 44236	TRUSTEE	0	0	0
JILL A. HARRINGTON 1805 E. HINES HILL ROAD HUDSON, OH 44236	TRUSTEE	0	0	0
	GRAND TOTALS			

ATTACHMENT 17

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

RONALD G. AND NANCY A. HARRINGTON
RONALD M. HARRINGTON
JILL A. HARRINGTON

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND BOTANICAL GARDENS 11030 EAST BOULEVARD CLEVELAND, OH 44106	501(C)(3)	CHARITABLE	83,334
CLEVELAND METROPARKS ZOO 3900 WILDLIFE WAY CLEVELAND, OH 44109	501(C)(3)	CHARITABLE	5,500
FIELDSTONE FARM THERAPEUTIC RIDING CENTER 16497 SNYDER ROAD P.O. BOX 23129 CHAGRIN FALLS, OH 44023	501(C)(3)	CHARITABLE	36,500
THE GATHERING PLACE 23300 COMMERCE PARK CLEVELAND, OH 44122	501(C)(3)	CHARITABLE	100,500
HOLY TRINITY ANGLICAN P O BOX 639 HUDSON, OH 44236	501(C)(3)	CHARITABLE	79,300
NEW DIRECTIONS 30800 CHAGRIN BOULEVARD CLEVELAND, OH 44124	501(C)(3)	CHARITABLE	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OCEAN REEF COMMUNITY FOUNDATION 32 OCEAN REEF DRIVE KEY LARGO, FL 33037	501(C)(3)	CHARITABLE	15,000
OLD TRAIL SCHOOL 2315 IRA ROAD, P.O BOX 827 BATH, OH 44210	501(C)(3)	CHARITABLE	773,500
PROTESTANT FOUNDATION OF OCEAN REEF 29 B FISHER MANS COVE KEY LARGO, FL 33037-3789	501(C)(3)	CHARITABLE	2,900
UNIVERSITY HOSPITALS P O BOX 74947 CLEVELAND, OH 44104	501(C)(3)	CHARITABLE	3,106,100
URBAN COMMUNITY SCHOOL 4909 LORAIN AVENUE CLEVELAND, OH 44102	501(C)(3)	CHARITABLE	50,000
VICTORY GALLOP 1745 N. HAMETOWN ROAD, P.O BOX 551 BATH, OH 44210	501(C)(3)	CHARITABLE	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTERN RESERVE ACADEMY 115 COLLEGE STREET HUDSON, OH 44236	501(C)(3)	CHARITABLE	24,750
KENYON COLLEGE 106 COLLEGE PARK DRIVE GAMBIER, OH 43022	501(C)(3)	CHARITABLE	20,000
TROUT UNLIMITED 1300 N 17TH STREET, SUITE 500 ARLINGTON, VA 22209	501(C)(3)	CHARITABLE	5,000
KEYS CHILDREN'S FOUNDATION 24 DOCKSIDE LANE KEY LARGO, FL 33037	501(C)(3)	CHARITABLE	2,000
DONORS TRUST 109 NORTH HENRY STREET ALEXANDRIA, VA 22314	501(C)(3)	CHARITABLE	500,000
GRAND TETON NATURAL PARK FOUNDATION 25 S WILLOW, SUITE 10 JACKSON, WY 93001	501(C)(3)	CHARITABLE	3,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW HOPE CORPS 1020 NORTH KROME AVENUE HOMESTEAD, FL 33030	501(C)(3)	CHARITABLE	5,000
THE DYSTROPHIC EPIDERMOLYSIS BULLOSA RESEARCH 75 BROAD STREET, SUITE 300 NEW YORK, NY 10004	501(C)(3)	CHARITABLE	1,000
HOPEWELL 9637 STATE ROUTE 534 P O BOX 193 MESOPOTAMIA, OH 44439	501(C)(3)	CHARITABLE	7,500
LEUKEMIA & LYMPHOMA SOCIETY 5700 BRECKSVILLE ROAD INDEPENDENCE, OH 44131	501(C)(3)	CHARITABLE	500
NATIONAL PARKINSON'S FOUNDATION ?800 CORPORATE EXCHANGE DR, SUITE 265 COLUMBUS, OH 43231	501(C)(3)	CHARITABLE	200
ZOAR BAPTIST CHURCH P O BOX 1010 17097 GENERAL PULLER HIGHWAY DELTAVILLE, VA 23043	501(C)(3)	CHARITABLE	500
		TOTAL CONTRIBUTIONS PAID	4,825,584

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE HARRINGTON FAMILY FOUNDATION C/O RONALD G. HARRINGTON

Employer identification number: 83-0343509

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-66,694.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-33,594.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-100,288.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	963,657.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-50,937.
9 Capital gain distributions	9	71.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	912,791.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-100,288.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			912,791.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			812,503.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 .... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: THE HARRINGTON FAMILY FOUNDATION

Employer identification number: 83-0343509

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
SEE ATTACHED STATEMENT D-1	VARIOUS	VARIOUS	6,657,526.	6,698,475.	-40,949.
SEE ATTACHED STATEMENT D-2	VARIOUS	VARIOUS	902,779.	928,524.	-25,745.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -66,694.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED STATEMENT D-3	VARIOUS	VARIOUS	2,777,953.	2,109,109.	668,844.
SEE ATTACHED STATEMENT D-4	VARIOUS	VARIOUS	3,413,374.	3,130,301.	283,073.
DCP MIDSTREAM	VARIOUS	11/15/2012	11,740.		11,740.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 963,657.

THE HARRINGTON FAMILY FOUNDATION
83-0343509

Supplement to Form 4797 Part I Detail

ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
SUSTAINABLE WOODLAND			1,894.			1,894.
DCP MIDSTREAM					650.	-650.
Totals						1,244.

Form **8868** (Rev January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- 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 THE HARRINGTON FAMILY FOUNDATION C/O RONALD G. HARRINGTON	Employer identification number (EIN) or 83-0343509
	Number, street, and room or suite no If a P O box, see instructions 13 SAIL POINT ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions KEY LARGO, FL 33037	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ RONALD G. HARRINGTON

  Telephone No ▶ 330 367-8980 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 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2012 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**	$ 39,653.
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**	$ 24,653.
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**	$ 15,000.

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE HARRINGTON FAMILY FOUNDATION C/O RONALD G. HARRINGTON	Employer identification number (EIN) or 83-0343509
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions 13 SAIL POINT ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions KEY LARGO, FL 33037	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ RONALD G. HARRINGTON

Telephone No ▶ 330 367-8980 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

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension THE TAXPAYER HEREBY REQUESTS AN ADDITIONAL EXTENSION OF TIME TO FILE IN ORDER TO OBTAIN THE INFORMATION NECESSARY TO FILE A COMPLETE TAX RETURN.

8a	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	**8a**	$ 39,653.
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 and any amount paid previously with Form 8868	**8b**	$ 39,653.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements and to the best of my knowledge and belief, it is true correct, and complete and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/14/13

JSA
2F8055 2 000