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 02/01 , **2012, and ending** 01/31,20 13

Name of foundation CHARLES R. JELM CHARITABLE FDN 598-4026898088	**A** Employer identification number 65-0122428
Number and street (or P O box number if mail is not delivered to street address) 1525 WEST WT HARRIS BLVD — Room/suite	**B** Telephone number (see instructions) 407- 649-5368
City or town, state, and ZIP code CHARLOTTE, NC 28288-5709	**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)* ▶ $ 8,942,080.

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	Description	(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)	3,197,928.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	174,360.	174,115.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	280,693.			
	b	Gross sales price for all assets on line 6a 1,886,845.				
	7	Capital gain net income (from Part IV, line 2)		280,693.		
	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)		69,692.		STMT 4
	12	**Total** Add lines 1 through 11	3,652,981.	524,500.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	55,000.	27,500.		27,500.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 5	33,699.	NONE	NONE	33,699.
	b	Accounting fees (attach schedule) STMT 6	3,050.	NONE	NONE	3,050.
	c	Other professional fees (attach schedule) STMT 7	47,852.	47,852.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 8	6,445.	2,886.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	3,428.	NONE	NONE	3,428.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 9		73,226.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	149,474.	151,464.	NONE	67,677.
	25	Contributions, gifts, grants paid	227,400.			227,400.
	26	**Total expenses and disbursements** Add lines 24 and 25	376,874.	151,464.	NONE	295,077.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,276,107.			
	b	**Net investment income** (if negative, enter -0-)		373,036.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	55,000.		
2	Savings and temporary cash investments	369,555.	903,306.	903,306.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 10	593,236.	628,877.	660,381.
b	Investments - corporate stock (attach schedule) STMT 11		4,051,419.	4,531,787.
c	Investments - corporate bonds (attach schedule) STMT 13	506,426.	817,257.	836,004.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 14	3,716,975.	1,328,081.	1,390,602.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 16)		620,000.	620,000.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,241,192.	8,348,940.	8,942,080.
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 ▶)		NONE	
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	5,241,192.	8,348,940.	
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)	5,241,192.	8,348,940.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,241,192.	8,348,940.	

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	5,241,192.
2	Enter amount from Part I, line 27a	2	3,276,107.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	623,529.
4	Add lines 1, 2, and 3	4	9,140,828.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	791,888.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,348,940.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,886,845.		1,606,152.	280,693.
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				280,693.
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	280,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	231,358.	5,178,849.	0.044674
2010	227,854.	4,811,567.	0.047355
2009	264,672.	4,495,340.	0.058877
2008	316,537.	5,307,026.	0.059645
2007	296,530.	6,397,457.	0.046351

2 **Total** of line 1, column (d)	2	0.256902
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	0.051380
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,848,485.
5 Multiply line 4 by line 3	5	351,875.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,730.
7 Add lines 5 and 6	7	355,605.
8 Enter qualifying distributions from Part XII, line 4	8	295,077.

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	7,461.
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	7,461.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,461.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 3,528.		
b	Exempt foreign organizations - tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 4,793.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	8,321.
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	860.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 860. **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) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK NA Telephone no ▶ (407)649-5368

Located at ▶ 800 N MAGNOLIA AVE 9TH FL, ORLANDO, FL ZIP+4 ▶ 32803-3252

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . [ ] Yes [X] 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 [X] 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 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] 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
SEE STATEMENT 19		55,000.	-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		NONE	NONE	NONE

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	6,129,375.
b	Average of monthly cash balances	1b	616,735.
c	Fair market value of all other assets (see instructions)	1c	206,667.
d	**Total** (add lines 1a, b, and c)	1d	6,952,777.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,952,777.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,292.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,848,485.
6	**Minimum investment return.** Enter 5% of line 5	6	342,424.

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	342,424.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,461.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,461.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	334,963.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	334,963.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	334,963.

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	295,077.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	295,077.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	295,077.

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					334,963.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				254,861.	
b Total for prior years 20 10 , 20 ___ , 20 ___			NONE		
3 Excess distributions carryover, if any, to 2012					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 295,077.					
a Applied to 2011, but not more than line 2a				254,861.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					40,216.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					294,747.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [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*				
SEE STATEMENT 26				227,400.
Total ▶ **3a**				227,400.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	174,360.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	280,693.	
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)				455,053.	

13 Total Add line 12, columns (b), (d), and (e) . . . . 13 455,053.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Robert J Cicek | 7-01-2013 | Director

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
TAMMY RENAUD		06/27/2013		P01043078
Firm's name ▶ WELLS FARGO BANK, N.A.			Firm's EIN ▶ 94-3080771	
Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288			Phone no 800-691-8916	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
CHARLES R. JELM CHARITABLE FDN 598-4026898088	65-0122428

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: CHARLES R. JELM CHARITABLE FDN 598-4026898088

Employer identification number: 65-0122428

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The Charles R Jelm Living Trust 857 Hardwood Court Gate Mills, OH 44040	$ 3,197,928.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	581.	581.
ABERDEEN EMERG MARKETS-INST #5840	789.	789.
INVESCO INTL GROWTH-Y #8516	2,344.	2,344.
ALTRIA GROUP INC	880.	880.
AVERY DENNISON CORP COM	257.	257.
BANK OF AMERICA CORP 6.700% PFD	419.	419.
BANK OF NEW YORK MEL 2.950% 6/18/15	1,475.	1,475.
CATERPILLAR FIN SERV 4.900% 8/15/13	4,900.	4,900.
DELAWARE POOLED TR INTL EQUITY PORTFOLIO	7,996.	7,996.
DELL INC 2.300% 9/10/15	1,575.	1,575.
DODGE & COX INT'L STOCK FD # 1048	6,046.	6,046.
DODGE & COX STK FD	6,492.	6,492.
DUKE ENERGY HOLDING CORP. COM	1,530.	1,530.
EMERSON ELECTRIC 4.500% 5/01/13	4,500.	4,500.
FED HOME LN BK 3.375% 2/27/13	2,531.	2,531.
FED HOME LN BK 3.625% 5/29/13	3,625.	3,625.
FED HOME LN MTG CORP 4.500% 1/15/15	4,500.	4,500.
FED HOME LN MTG CORP 4.375% 7/17/15	4,375.	4,375.
FED NATL MTG ASSN 4.375% 10/15/15	4,375.	4,375.
FED NATL MTG ASSN 3.875% 7/12/13	3,875.	3,875.
FID ADV EMER MKTS INC- CL I #607	7,262.	7,262.
GNMA POOL #615371 4.500% 7/15/33	580.	580.
CEF GAMCO GLOBAL GOLD NATURAL RES &	28.	5.
GENERAL ELEC CO COM	170.	170.
GENERAL ELEC CAP CORP NT DTD 3/20/2002 6	3,375.	3,375.
GOLDMAN SACHS HIGH YIELD-I #527	7,869.	7,869.
GOLDMAN SACHS COMM STRATEGY #2653	40.	40.
HARBOR FD INTL FD	4,689.	4,689.
HARBOR FD CAP APPRECIATION	804.	804.
HATTERAS FINANCIAL CORP	2,115.	2,115.
VR HOUSEHOLD FIN CO 3.440% 11/10/13	2,345.	2,345.
ISHARES DOW JONES SELECT DIVIDEND FD	937.	937.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES BARCLAYS TIPS BOND FUND	589.	589.
ISHARES MSCI EMERGING MKTS INDEX FUND	2,280.	2,280.
ISHARES MSCI EAFE INDEX FD	2,911.	2,911.
ISHARES RUSSELL MIDCAP VALUE	2,850.	2,850.
ISHARES S & P MIDCAP 400 INDEX FUND	1,030.	1,030.
ISHARES TR-S&P MIDCAP 400 GROWTH IND	292.	292.
ISHARES S&P MIDCAP 400/BARRA VALUE	482.	482.
ISHARES S & P SMALLCAP 600 INDEX FUND	711.	711.
JPMORGAN CHASE & CO 3.400% 6/24/15	1,700.	1,700.
J P MORGAN CHASE CAP XI	1,909.	1,909.
JOHNSON & JOHNSON COM	610.	610.
KELLOGG CO 4.450% 5/30/16	128.	128.
MONSANTO CO NEW COM	188.	188.
MORGAN STANLEY CAP TR V	1,941.	1,941.
OPPENHEIMER DEVELOPING MKT-Y #788	653.	653.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	1,077.	1,077.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	9,773.	9,773.
PIMCO FOREIGN BOND FUND-INST	5,673.	5,673.
PIMCO EMERG MKTS BD-INST #137	8,177.	8,177.
PACIFIC BELL 6.625% 10/15/34	3,313.	3,313.
PIMCO FOREIGN BOND (UNHEDGED) #1853	4,046.	4,046.
PIMCO COMMODITY REAL RET STRAT-I#45	2,548.	2,548.
ROWE T PRICE BLUE CHIP GROWTH FD INC	1,777.	1,777.
ROYCE PREMIER FUND W CLASS #566	1,000.	1,000.
VRSLM CORP 3.558% 2/01/14	872.	872.
TCW RELAT VAL LGE CAP FD CLI #4750	2,987.	2,987.
TOUCHSTONE INTL FIXED INC-IN #557	627.	627.
TWEEDY BROWNE FD INC GLOBAL VALUE FD	3,827.	3,827.
UIL HOLDINGS CORP COM	720.	720.
UNITED TECHNOLOGIES 1.800% 6/01/17	105.	105.
VANGUARD HIGH YIELD CORP-ADM #529	6,796.	6,796.
VERIZON COMMUNICATIONS COM	515.	515.
WASTE MGMT INC DEL COM	710.	710.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO ADV DS US CR FD-ADM #716	4,782.	4,782.
WELLS FARGO ADV INTL BOND-IS #4705	1,252.	1,252.
WELLS FARGO CAPITAL XII	984.	984.
WELLS FARGO ULT ST INC-INS	364.	364.
WFA SMALL COMPANY GROWTH -I#3162	474.	474.
INGERSOLL-RAND PLC	154.	
WF ADV GOVERNMENT MM FD-SVC #743	16.	16.
WF ADV HERITAGE MM FD-INSTL #3106	115.	115.
WF ADV MUNI CASH MGMT MM INSTL #496	123.	55.
TOTAL	174,360.	174,115.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FORGE PROP NET INC 8/2012- 12/31/2012		69,692.
TOTALS		69,692.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE	33,699.			33,699.
TOTALS	33,699.	NONE	NONE	33,699.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,050.			3,050.
TOTALS	3,050.	NONE	NONE	3,050.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	47,852.	47,852.
TOTALS	47,852.	47,852.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	31.	
FEDERAL ESTIMATES - PRINCIPAL	3,528.	
FOREIGN TAXES ON QUALIFIED FOR	2,331.	2,331.
FOREIGN TAXES ON NONQUALIFIED	555.	555.
TOTALS	6,445.	2,886.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FORGE PROP NET EXP 8/2012- 12		73,226.
TOTALS		73,226.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3133XP2W3 FED HOME LN BK	74,381.	75,175.
3133XQU34 FED HOME LN BK	99,349.	101,141.
3134A4UX0 FED HOME LN MTG CORP	99,779.	108,172.
3134A4VC5 FED HOME LN MTG CORP	98,997.	109,819.
31398ASD5 FED NATL MTG ASSN	98,810.	101,692.
31359MZC0 FED NATL MTG ASSN	100,335.	110,667.
36290RT45 GNMA POOL #615371	15,070.	11,723.
3137EACW7 FED HOME LN MTG CORP	42,156.	41,992.
TOTALS	628,877.	660,381.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
003021714 ABERDEEN EMERG MARKE	50,000.	63,822.
008882532 INVESCO INTL GROWTH-	150,460.	177,970.
04314H105 ARTISAN FDS INC SMAL	100,000.	103,410.
246248306 DELAWARE POOLED TR I	223,085.	191,876.
256206103 DODGE & COX INT'L ST	219,052.	268,734.
256219106 DODGE & COX STOCK FU	368,258.	425,346.
38143H381 GOLDMAN SACHS COMM S	50,000.	50,167.
411511306 HARBOR INTERNATION F	200,000.	213,238.
411511504 HARBOR CAPITAL APRCT	200,000.	208,588.
41902R103 HATTERAS FINANCIAL C	44,575.	40,620.
464285105 ISHARES GOLD TRUST	120,972.	132,646.
464287168 ISHARES DOW JONES SE	99,566.	102,221.
464287234 ISHARES TR MSCI EMER	99,155.	114,959.
464287465 ISHARES MSCI EAFE	79,768.	90,829.
464287473 ISHARES RUSSELL MIDC	117,585.	146,367.
464287507 ISHARES CORE S&P MID	127,386.	143,576.
464287606 ISHARES S&P MIDCAP 4	64,972.	71,033.
464287705 ISHARES S&P MIDCAP 4	65,298.	71,972.
464287804 ISHARES CORE S&P SMA	37,257.	45,452.
683974505 OPPENHEIMER DEVELOPI	78,271.	80,592.
722005667 PIMCO COMMODITY REAL	131,498.	98,654.
77954Q106 T ROWE PRICE BLUE CH	485,269.	627,066.
780905451 ROYCE PREMIER FUND W	56,630.	77,212.
87234N385 TCW RELAT VAL LGE CA	218,767.	304,201.
901165100 TWEEDY BROWNE FD GLO	230,366.	225,745.
94984B157 WELLS FARGO ADV DS U	267,575.	284,960.
949921571 WFA SMALL COMPANY GR	100,000.	106,823.
961323409 WESTPORT SELECT CAP	65,654.	63,708.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOTALS	4,051,419.	4,531,787.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
06406HBQ1 BANK OF NEW YORK MEL		49,936.	52,712.
14912L4A6 CATERPILLAR FIN SERV		100,807.	102,412.
24422EQD4 DEERE JOHN CAP			
24702RAL5 DELL INC			
291011AT1 EMERSON ELECTRIC		99,499.	100,975.
44181EZN1 VR HOUSEHOLD FIN CO		52,407.	50,618.
46625HHR4 JPMORGAN CHASE & CO		49,898.	52,762.
694032AX1 PACIFIC BELL		54,231.	52,188.
36962GX2 GENERAL ELEC CAP			
25459HAY1 DIRECTV HLDG/FIN INC		16,035.	15,900.
369604AY9 GENERAL ELECTRIC COM		50,130.	50,000.
36962GXZ2 GENERAL ELEC CAP COR		49,728.	63,168.
459200GX3 IBM CORP		31,202.	31,130.
487836BB3 KELLOGG CO		16,761.	16,548.
713448BT4 PEPSICO INC		31,516.	31,497.
913017BU2 UNITED TECHNOLOGIES		31,102.	30,638.
94985D582 WELLS FARGO ADV INTL		84,005.	85,573.
949917744 WF ADV ULTR SHORT-TR		100,000.	99,883.
	TOTALS	817,257.	836,004.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
38141W679 GOLDMAN SACHS HIGH Y	C	119,158.	119,871.
693390841 PIMCO HIGH YIELD FD-	C	148,945.	154,446.
94985D582 WELLS FARGO ADVANTA	C		
722005220 PIMCO FOREIGN BOND (	C	140,860.	139,321.
693390882 PIMCO FOREIGN BD FD	C	144,319.	145,908.
693391559 PIMCO EMERG MKTS BD-	C	150,145.	166,212.
008882532 AIM INTERNATIONAL GR	C		
256219106 DODGE & COX STOCK	C		
464287200 ISHARES S & P 500 IN	C		
464287473 ISHARES TR RUSSELL M	C		
464287804 ISHARES TR SMALLCAP	C		
589619105 MERICIAN GROWTH FUND	C		
780905451 ROYCE PREMIER FUND	C		
77954Q106 T ROWE PRICE	C		
779572106 T ROWE PRICE SMA	C		
87234N385 TCW RELATIVE VALUE	C		
87234N849 TCW SMALL CAP GROWTH	C		
922908793 VANGUARD SMALL CAP	C		
94984B157 WELLS FARGO ADVANTAG	C		
949917355 WELLS FARGO ADVANTA	C		
94984B348 WELLS FARGO ADVANTA	C		
94985D277 WELLS FARGO ADVANTA	C		
94985D244 WELLS FARGO ADVAN	C		
961323409 WESTPORT FUNDS SELEC	C		
00758M162 ACADIAN EMERGING MKT	C		
246248306 DELAWARE POOLED TR I	C		
256206103 DODGE & COX INTER	C		
411511306 HARBOR INTERN	C		
464287465 ISHARES MSCI EAFE	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
683974505 OPPENHEIMER DEVELOPI	C		
885215566 THORNBURG INTERN	C		
901165100 TWEEDY BROWNE FD	C		
464285105 ISHARES GOLD TRUST	C		
722005667 PIMCO COMMODITY	C		
922031760 VANGUARD HIGH YIELD	C	100,000.	110,072.
315920702 FID ADV EMER MKTS IN	C	150,000.	168,965.
464287507 ISHARES TR	C		
949915367 WELLS FARGO ADVANTAG	C		
003021714 ABERDEEN EMERGING MK	C		
464287234 ISHARES TR MCSI	C		
464287176 ISHARES BARCLAYS TIP	C	74,654.	90,585.
693390304 PIMCO LOW DURATION F	C	100,000.	98,218.
89155T706 TOUCHSTONE INTL FIXE	C	200,000.	197,004.
TOTALS		1,328,081.	1,390,602.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FORGE PROPERTIES LLC	600,000.	600,000.
BRIDGEVIEW PROJECTS NOTES	20,000.	20,000.
TOTALS	620,000.	620,000.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3,529.
VAR NOTES/FORGE PROP LLC	620,000.
TOTAL	623,529.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	3,964.
ROC/ BASIS ADJUSTMENT	787,912.
ROUNDING	12.
TOTAL	791,888.

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

OFFICER NAME:
CAMILLA GLENN
ADDRESS:
857 Hardwood Ct
Gates Mills, OH 32757
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 11,000.

OFFICER NAME:
CHERYL A JELM
ADDRESS:
2339 BIRCH STREET
DENVER, CO 80207
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 11,000.

OFFICER NAME:
CHARLES L JELM
ADDRESS:
2574 YELLOWCREEK ROAD
AKRON, OH 44333
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 11,000.

OFFICER NAME:
ROBERT CICEK
ADDRESS:
857 HARDWOOD COURT
GATES MILLS, OH 44040-9609
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 11,000.

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

OFFICER NAME:
LISA PETROSKY
ADDRESS:
2574 Yellow Creek Rd
Akron, OH 44333
TITLE:
MEMBER, BOARD OF DIRECTORS
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 11,000.

TOTAL COMPENSATION: 55,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
Greater Cleveland Food Bank
ADDRESS:
15500 SOTUH WATERLOO ROAD
Cleveland, OH 44110
RELATIONSHIP:
MONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BLUE GRASS CHARITIES
ADDRESS:
340 LEGION DRIVE
LEXINGTON, KY 40504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DELORES PROJECT
ADDRESS:
PO BOX 1406
DENVER, CO 80201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 12,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILDREN'S HEALTH FOUNDATION
ADDRESS:
400 W. MAIN ST. SUITE 213
ASPEN, CO 81611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
HAVEN OF REST MINISTRIES
ADDRESS:
175 E. MARKET ST
AKRON, OH 44309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 24,000.

RECIPIENT NAME:
THE CITY MISSION
ADDRESS:
5310 CARNEGIE AVE
CLEVELAND, OH 44103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GOODWILL INDUSTRIES
ADDRESS:
2295 EAST 55TH ST
CLEVELAND, OH 44103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE GATHERING PLACE
ADDRESS:
23300 COMMERCE PARK
BEECHWOOD, OH 44122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 13,000.

RECIPIENT NAME:
HATIE LARLHAM CENTER
FOR CHILDREN WITH DISABILITES
ADDRESS:
9772 DIAGONAL RD.
MANTUA,, OH 44255
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
HERES HOPE HORSE FARM
ADDRESS:
2545 NORTHAMPTON RD
CUYAHOGA FALLS, OH 44233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
PACE BRANTLEY SCHOOL
ADDRESS:
3221 SAND LAKE RD.
Longwood, FL 32779
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 10,500.

RECIPIENT NAME:
FREEDOM RIDE
ADDRESS:
1905 LEE RD
ORLANDO, FL 32810
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ST JUDE CHILDREN'S
RESEARCH
ADDRESS:
501 ST. JUDE PLACE
MEMPHIS, TN 38105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHARG RESOURCE CENTER
A/K/A HEART OF BOARDWALK
ADDRESS:
709E 12TH AVE
DENVER, CO 80203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
FORESIGHT SKI GUIDES
ADDRESS:
PO BOX 18944
DENVER, CO 80218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 12,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Habitat for Humanity Metro Denver
ADDRESS:
3245 ELIOT ST
Denver, CO 380211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,400.

RECIPIENT NAME:
Canine Campanions for Independence
ADDRESS:
2965 DUTTON AVE
Sanra Rosa, CA 95402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
PENINSULA VALLEY HISTORIC &
EDUCATION FOUNDATION
ADDRESS:
6138 RIVERVIEW RD ST F
PENINSULA, OH 44264
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 227,400.