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 03/01 **, 2012, and ending** 02/28, 20 13

Name of foundation WAITE M B-BRAND FOUNDATION T/W 20
-102110327380

A Employer identification number 34-6563471

Number and street (or P O box number if mail is not delivered to street address) KEYBANK N.A., P.O. BOX 10099

Room/suite

B Telephone number (see instructions) 419- 259-8655

City or town, state, and ZIP code TOLEDO, OH 43699-0099

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)* ▶ $ 2,463,113.

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))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	46,638.	46,638.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	70,994.			
b	Gross sales price for all assets on line 6a 480,132.				
7	Capital gain net income (from Part IV, line 2)		70,994.		
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)	-5,524.	-5,524.		STMT 2
12	**Total** Add lines 1 through 11	112,108.	112,108.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	19,770.	14,827.		4,942.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	647.	NONE	NONE	647.
b	Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	5,169.	220.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	257.	201.		56.
24	**Total operating and administrative expenses.** Add lines 13 through 23	27,093.	15,248.	NONE	6,895.
25	Contributions, gifts, grants paid	152,500.			152,500.
26	**Total expenses and disbursements** Add lines 24 and 25	179,593.	15,248.	NONE	159,395.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-67,485.			
b	**Net investment income** (if negative, enter -0-)		96,860.		
c	**Adjusted net income** (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	1,935,366.	1,866,610.	2,463,113.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,935,366.	1,866,610.	2,463,113.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,935,366.	1,866,610.	
	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)	1,935,366.	1,866,610.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,935,366.	1,866,610.	

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	1,935,366.
2	Enter amount from Part I, line 27a	2	-67,485.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	3.
4	Add lines 1, 2, and 3	4	1,867,884.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1,274.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,866,610.

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	OTHER GAINS AND LOSSES			
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	417,740.		369,411.	48,329.
b	62,392.		39,727.	22,665.
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				48,329.
b				22,665.
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	70,994.
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	163,510.	2,384,914.	0.068560
2010	137,578.	2,367,325.	0.058115
2009	151,191.	2,130,980.	0.070949
2008	193,258.	2,554,409.	0.075657
2007	251,056.	3,460,054.	0.072558

2	**Total** of line 1, column (d)	2	0.345839
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	0.069168
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,344,834.
5	Multiply line 4 by line 3	5	162,187.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	969.
7	Add lines 5 and 6	7	163,156.
8	Enter qualifying distributions from Part XII, line 4	8	159,395.

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	1,937.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,937.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,937.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,360.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,360.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	1.
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	1,422.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,422. **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)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEYBANK NATIONAL ASSOCIATION Telephone no ▶ (419)259-4968

Located at ▶ P O BOX 10099, TOLEDO, OH ZIP+4 ▶ 43699-0099

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		19,770.	-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

34-6563471

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	NONE
b	Average of monthly cash balances	1b	2,380,542.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,380,542.
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	2,380,542.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,708.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,344,834.
6	**Minimum investment return.** Enter 5% of line 5	6	117,242.

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	117,242.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,937.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,937.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	115,305.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	115,305.
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	115,305.

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	159,395.
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	159,395.
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	159,395.

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					115,305.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	82,102.				
b	From 2008	66,470.				
c	From 2009	44,642.				
d	From 2010	21,264.				
e	From 2011	47,604.				
f	**Total** of lines 3a through e		262,082.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 159,395.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					115,305.
e	Remaining amount distributed out of corpus		44,090.			
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		306,172.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					NONE
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)		82,102.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		224,070.			
10	Analysis of line 9					
a	Excess from 2008	66,470.				
b	Excess from 2009	44,642.				
c	Excess from 2010	21,264.				
d	Excess from 2011	47,604.				
e	Excess from 2012	44,090.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	NONE	PUBLIC		152,500.
Total . . . . ▶ 3a				152,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

34-6563471

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	46,638.	
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	70,994.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP				-5,524.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				112,108.	

13 Total Add line 12, columns (b), (d), and (e) . . . . 13 112,108.

(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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Jeffrey K. Koogler, VP | 07/17/2013 ▶Vice President

Signature of officer or trustee | Date | Title

JEFFREY K. KOOGLER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		17,476.	17,476.
MUTUAL FUNDS		28,220.	28,220.
COMMON TRUST FUNDS		942.	942.
	TOTAL	46,638.	46,638.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		-5,524.	-5,524.
	TOTALS	-5,524.	-5,524.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	647.			647.
TOTALS	647.	NONE	NONE	647.

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	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTIMATED EXCISE TAX		3,360.	
EXCISE TAX PAID		1,589.	
FOREIGN TAX PAID		220.	220.
	TOTALS	5,169.	220.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	28.		28.
OTHER ALLOCABLE EXPENSE-INCOME	28.		28.
OTHER NON-ALLOCABLE EXPENSE -	201.	201.	
TOTALS	257.	201.	56.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	1,866,610.	2,463,113.
TOTALS		1,866,610.	2,463,113.

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

DESCRIPTION	AMOUNT
PARTNERSHIP ADJUSTMT/TAXABLE INCOME VS CASH RECEIPTS	1,166.
COST BASIS ADJUSTMENT	108.
TOTAL	1,274.

STATEMENT 8

WAITE M B-BRAND FOUNDATION T/W 20 34-6563471

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
35.81 CHARITABLE SMALL CAP FUND	12/07/2010	01/28/2013	10,484.00	10,077.00	407.00
162.793 CHARITABLE SMALL CAP FUND	03/20/2009	01/28/2013	47,659.00	29,650.00	18,009.00
TOTAL OTHER GAINS AND LOSSES			58,143.00	39,727.00	18,416.00
Totals			58,143.00	39,727.00	18,416.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	727.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		727.00
NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES		
COMMON TRUST FUNDS	3,522.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		3,522.00

STATEMENT 10

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

OFFICER NAME:
KEYBANK NATIONAL ASSOCIATION
ADDRESS:
PO BOX 10099
TOLEDO, OH 43699-0099
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 19,770.

OFFICER NAME:
GREGORY G ALEXANDER
ADDRESS:
1000 JACKSON
TOLEDO, OH 43624
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
GREGORY S SHUMAKER
ADDRESS:
1000 JACKSON
TOLEDO, OH 43624
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
HOPE J WELLES
ADDRESS:
112 ROCKLEDGE DR
PERRYSBURG, OH 43551
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
PHIL H WOLF
ADDRESS:
C/O KEYBANK N.A. PO BOX 10099
TOLEDO, OH 43699-0099
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 19,770.
=============

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

RECIPIENT NAME:
SHUMAKER, LOOP & KENDRICK
ADDRESS:
1000 JACKSON
TOLEDO, OH 43624
FORM, INFORMATION AND MATERIALS:
NO SPECIFIC FORM
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
INFORMATION IS AVAILABLE FROM GREGORY SHUMAKER. SEE LINE 2A FOR ADDRESS AND TELEPHONE INFORMATION.

STATEMENT 13

WAITE-BRAND FOUNDATION
GRANT REQUESTS
Feb 2012

	A	B	C	D	E	F
1			Approved			
2		Organization	2012-2013	Address	TIN	Purpose
3	x	Assistance Dogs of America	6,000 00	Attn Jan Brown 8806 State Route 64 Swanton, OH 43558	31-1186904	Capital Campaign 5 yr pledge (3)
4	x	Assistance Dogs of America	8,000 00	Attn Jan Brown 8806 State Route 64 Swanton, OH 43558	31-1186904	1st installment on 2 yr pledge for dog training
5	x	Black Swamp Conservancy	1,000 00	Attn Kevin Joyce, Ex Dir P O Box 332 Perrysburg, OH 43552-0332	34-1746749	operations for 2012
6	x	Boys and Girls Clubs Camp Big Silver	12,000 00	Attn David Wehrmeister 2250 N Detroit Ave Toledo, OH 43606	34-4427933	operations at Camp Big Silver
7	x	Camp Courageous	1,000 00	Attn Steven Niessling 12701 Waterville Swanton Whitehouse, OH 43571	34-1750892	general support
8	x	Junior Achievement	2,000 00	Attn Jeff Bosch 2239 Cheyenne Blvd Toledo, OH 43614-1701	34-4430363	Programmatic support for 2011/12 school year
9	x	Kidney Foundation of NW Ohio	5,000 00	Attn Holly Hoagland-Fojtik 3100 West Central Avenue Suite 250 Toledo, OH 43606	34-1133682	$15,000 pledge over 3 yrs (2)
10	x	Leadership Toledo	4,000 00	Attn David Schlaudecker 316 Adams St Toledo, OH 43604	34-1197734	Leadership Program
11	x	Learning Club of Toledo	500 00	Attn Deborah K Apgar c/o Redeemer Lutheran Church 1702 Upton Ave Toledo, OH 43607	34-1721196	Continued Support
12	x	Lourdes University	10,000 00	Attn Robert C Helmer 6832 Convent Blvd Sylvania, OH 43560	34-1226547	1st pymnt on 5 yr $50,000 pledge for Academic support
13	x	Maumee Valley Country Day School	10,000 00	Attn Mary Sabin 1715 S Reynolds Rd Toledo, OH 43614	34-4431301	$50,000 pledge over 5 yrs (2)
14	x	Maumee Valley Save-A-Pet Inc	2,000 00	Attn Janet O'Brien 5250 Hill Ave Toledo, OH 43615	34-1272147	Spaying/Neutering
15	x	Nature Conservancy (Kitty Todd Preserve)	20,000 00	Attn Terry Seidel 6375 Riverside Drive Suite 50 Dublin, OH 43017-5045	53-0242652	$40,000 pledge over 2 yrs for truck (2)
16	x	Planned Parenthood of Northwest Ohio, Inc	8,000 00	Attn Lisa Guest Perks 1301 Jefferson Avenue PO Box 346 Toledo OH 43697-0346	34-4429510	health care preventive and education services
17	x	Public Broadcasting of NW Ohio WGTE Public Media	2,000 00	Attn Kelly Repka 1270 South Detroit Ave PO Box 30 Toledo, OH 43614	34-6554586	for the fall radio and television drive

WAITE-BRAND FOUNDATION
GRANT REQUESTS
Feb 2012

	A	B	C	D	E	F
1			Approved			
2		Organization	2012-2013	Address	TIN	Purpose
18	x	Sight Center	8,000 00	Attn Dawn Christensen, Ex Dir 1002 Garden Lake Parkway Toledo, OH 43614	34-4428258	1st installment on 2 yr $16,000 pledge for services and training
19	x	St Paul's Community Center	2,000 00	Attn Marcia Langenderfer PO Box 9564 Toledo, OH 43697-9564	34-1252554	Winter Crisis Program
20	x	Sunshine Foundation, Inc	2,000 00	Attn Bob Ampthor 7223 Maumee Western Road Maumee, OH 43537-9656	34-1456069	Upgrades to living spaces for people with developmental disabilities
21	x	Toledo Cultural Arts Center - Valentine Community Performing Arts	4,000 00	Attn Jon Jex 410 Adams T Toledo, OH 43604-1402	34-1385037	1st pymnt on 3 yr $12,000 pledge for Capital Campaign
22	x	Toledo Day Nursery	2,000 00	Attn Pat Scheuer, Ex Dir 2211 Jefferson Ave Toledo, OH 43604-5119	34-4465880	Purchase art and classroom supplies
23	x	Toledo Opera	3,000 00	Attn Suzanne Ronck 425 Jefferson Ave , Suite 601 Toledo, OH 43604-1080	34-6556139	Opera on Wheels $9,000 over 3 yrs (2)
24	x	Toledo School for the Arts	6,000 00	Attn Elizabeth A Emmert 333 14th Street Toledo, OH 43604	34-1876647	Bldg Renovations $18,000 over 3 yrs (2)
25	x	Toledo Symphony	12,000 00	Attn Kathleen Carroll 1838 Parkwood Ave , #310 PO Box 407 Toledo, OH 43604	34-4005365	$36,000 over 3 yrs (3)
26	x	Toledo Zoo - New Children's Zoo	10,000 00	Attn Dr Anne Baker PO Box 140130 Toledo, OH 43614-0801	34-+4440256	$50,000 pledge over 5 yrs (5)
27	x	University of Toledo Fdnd (MCO) – Medical Students Summer Work	10,000 00	Attn Howard B Newman, JD Mail Stop 1018 3000 Arlington Ave Toledo, OH 43614	34-6555110	$30,000 matching grant pledge (1) - to support the College of Medicine Summer Work Program
28	x	Victory Center –	1,000 00	Attn Diane Cherry 5532 W Central Ave , Suite B Toledo, OH 43615	34-1767997	continued support
29	x	Diabetes Youth Services	1,000 00	Attn Robin Condon, Ex Dir 5871 Monclova Road Maumee, OH 43537	34-1967194	Charitable Donation
30			152,500 00			

PRIVATE FOUNDATIONS
MONTHLY SUMMARY

REPORT TAC-CRR40
RUN DATE 15MAR13
BUS DATE 2013-03-14
PAGE 1
SAR ID TAC000PCRR40

CCOUNT	ACCOUNT NAME		TAX ANALYST/NAME	FISCAL YEAR 2013 - 0228
0 10 211 0327380	WAITE M B-BRAND FOUNDATION	T/W	328 M E ESTRADA	419-259-4968

MONTH	MARKET VALUE	CASH	OTHER
MARCH	2,369,893.78	0.00	2,369,893.78
APRIL	2,373,491.27	0.00	2,373,491.27
MAY	2,231,846.68	0.00	2,231,846.68
JUNE	2,287,031.75	0.00	2,287,031.75
JULY	2,321,871.44	0.00	2,321,871.44
AUGUST	2,359,162.16	0.00	2,359,162.16
SEPTEMBER	2,396,248.22	0.00	2,396,248.22
OCTOBER	2,363,077.22	0.00	2,363,077.22
NOVEMBER	2,395,063.88	0.00	2,395,063.88
DECEMBER	2,407,689.02	0.00	2,407,689.02
JANUARY	2,521,611.84	0.00	2,521,611.84
FEBRUARY	2,539,515.79	0.00	2,539,515.79
MONTHLY AVG	2,380,541.92	0.00	2,380,541.92

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2013-03-15
BUS DATE 2013-03-14
PAGE 1
SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-211-0327380 WAITE M B-BRAND FOUNDATION T/W 328 M E ESTRADA 419-259-4968
ISCAL YEAR CODE 0231 AS OF 02-28-2013

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G29183103	EATON CORP PLC FGN COM	15,616.44	0.00	13,080.21	252.000
G98290102	XL GROUP PLC FGN COM	15,379.68	0.00	8,971.54	537.000
00078H158	ASTON/FAIRPOINTE MID CAP FUND OPEN-END FUND CL I	159,207.00	0.00	89,022.82	4,302.892
00206R102	AT&T INC COM	20,935.53	0.00	17,260.09	583.000
023135106	AMAZON COM INC COM	13,213.50	0.00	3,227.00	50.000
030420103	AMERICAN WATER WORKS CO INC COM	8,955.15	0.00	6,957.86	227.000
037833100	APPLE INC COM	22,070.00	0.00	4,539.00	50.000
064149107	BANK OF NOVA SCOTIA FGN COM	16,048.80	0.00	12,257.60	270.000
125896100	CMS ENERGY CORP COM	13,305.00	0.00	11,945.00	500.000
151020104	CELGENE CORP COM	15,490.50	0.00	8,504.40	150.000
166764100	CHEVRON CORP COM	23,430.00	0.00	21,067.81	200.000
172062101	CINCINNATI FINANCIAL CORP COM	9,002.00	0.00	8,533.98	200.000
20825C104	CONOCOPHILLIPS COM	14,487.50	0.00	13,756.03	250.000
22160K105	COSTCO WHOLESALE CORP COM	7,191.59	0.00	6,012.86	71.000
230001406	CULLEN HIGH DIVIDEND EQUITY FUND OPEN-END FUND CL I	141,816.09	0.00	122,566.28	9,706.782
244199105	DEERE & CO COM	8,783.00	0.00	8,398.98	100.000
253868103	DIGITAL REALTY TRUST INC REIT	8,372.50	0.00	7,434.47	125.000
254687106	WALT DISNEY CO	18,942.73	0.00	5,658.88	347.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2013-03-15
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K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-211-0327380 WAITE M B-BRAND FOUNDATION T/W 328 M E ESTRADA 419-259-4968
ISCAL YEAR CODE 0231 AS OF 02-28-2013

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
29265N108	ENERGEN CORP COM	6,936.00	0.00	7,747.49	150.000
29273R109	ENERGY TRANSFER PARTNERS LIMITED PARTNERSHIP	67,074.00	0.00	48,415.30	1,400.000
293792107	ENTERPRISE PRODUCTS PARTNERS LIMITED PARTNERSHIP	99,172.50	0.00	35,083.45	1,750.000
375558103	GILEAD SCIENCES INC COM	7,476.00	0.00	7,006.98	175.000
38259P508	GOOGLE INC COM CL A	19,228.80	0.00	10,581.03	24.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	111,238.99	0.00	79,070.17	1,754.835
42217K106	HEALTH CARE REIT INC REIT	19,242.00	0.00	14,542.03	300.000
423074103	H J HEINZ CO COM	11,588.80	0.00	8,437.83	160.000
458140100	INTEL CORP COM	11,484.00	0.00	8,054.20	550.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	47,822.58	0.00	42,785.99	963.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	89,607.17	0.00	71,060.15	2,074.000
464287242	ISHARES IBOXX $INVESTMENT BD FD CLOSED-END FUND	27,074.25	0.00	25,292.25	225.000
464288281	ISHARES JPMORGAN USD EMERG MKTS CLOSED-END FUND	8,461.07	0.00	7,937.09	71.000
464288513	ISHARES IBOXX $ HIGH YIELD CORP CLOSED-END FUND	28,306.04	0.00	26,738.35	301.000
46625H100	JP MORGAN CHASE & CO COM	15,263.04	0.00	6,681.36	312.000
478160104	JOHNSON & JOHNSON COM	17,124.75	0.00	14,532.62	225.000
494550106	KINDER MORGAN ENERGY PARTNERS LIMITED PARTNERSHIP	87,310.00	0.00	52,559.90	1,000.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2013-03-15
BUS DATE 2013-03-14
PAGE 3
SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-211-0327380 WAITE M B-BRAND FOUNDATION T/W 328 M E ESTRADA 419-259-4968
ISCAL YEAR CODE 0231 AS OF 02-28-2013

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
50076Q106	KRAFT FOODS GROUP INC COM	2,811.84	0.00	2,589.48	58.000
57636Q104	MASTERCARD INC COM CL A	12,945.50	0.00	10,754.25	25.000
579780206	MCCORMICK & CO INC COM	20,181.00	0.00	13,580.58	300.000
580135101	MCDONALDS CORP COM	9,590.00	0.00	8,150.99	100.000
58155Q103	MCKESSON CORP COM	10,613.00	0.00	7,831.99	100.000
585055106	MEDTRONIC INC COM	15,061.60	0.00	17,579.63	335.000
58933Y105	MERCK & CO INC COM	9,827.90	0.00	8,896.40	230.000
59156R108	METLIFE INC COM	6,202.00	0.00	7,038.48	175.000
594918104	MICROSOFT CORP COM	9,118.40	0.00	9,141.33	328.000
609207105	MONDELEZ INTERNATIONAL INC COM CL A	4,837.00	0.00	4,819.13	175.000
626124242	MUNDER MIDCAP CORE GROWTH FUND OPEN-END FUND CL Y	116,035.94	0.00	51,639.65	3,272.305
649445103	NEW YORK COMMUNITY BANCORP INC COM	12,150.00	0.00	11,663.91	900.000
65339F101	NEXTERA ENERGY INC COM	7,187.00	0.00	5,363.71	100.000
654106103	NIKE INC COM CL B	6,535.20	0.00	5,772.60	120.000
655844108	NORFOLK SOUTHERN CORP COM	9,131.25	0.00	9,209.99	125.000
674599105	OCCIDENTAL PETE CORP DEL COM	10,538.24	0.00	10,415.35	128.000
68389X105	ORACLE CORP COM	27,049.60	0.00	14,095.69	790.000

CHARITABLE TRUSTS HOLDINGS REPORT

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K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-211-0327380 WAITE M B-BRAND FOUNDATION T/W 328 M E ESTRADA 419-259-4968
ISCAL YEAR CODE 0231 AS OF 02-28-2013

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	108,495.57	0.00	106,474.49	9,661.226
693391104	PIMCO REAL RETURN FUND OPEN-END FUND INSTL CL	33,694.61	0.00	30,493.48	2,759.591
713448108	PEPSICO INC COM	11,365.50	0.00	9,640.49	150.000
717081103	PFIZER INC COM	11,221.70	0.00	9,007.70	410.000
718546104	PHILLIPS 66 COM	17,439.92	0.00	10,751.28	277.000
722005667	PIMCO COMMODITY REALRETURN STRAT OPEN-END FUND INSTL CL	25,286.35	0.00	36,427.70	3,866.414
73935S105	POWERSHARES DB COMMODITY INDEX CLOSED-END FUND	31,877.75	0.00	25,402.92	1,175.000
73937B407	POWERSHARES ETF TR II BUILD AMER CLOSED-END FUND	26,508.72	0.00	24,521.00	868.000
74005P104	PRAXAIR INC COM	11,305.00	0.00	10,985.75	100.000
741503403	PRICELINE.COM INC COM	10,336.71	0.00	4,865.10	15.000
742718109	PROCTER & GAMBLE CO COM	13,255.32	0.00	11,379.57	174.000
747525103	QUALCOMM INC COM	16,410.00	0.00	13,753.48	250.000
7495200A1	KT SHORT TERM DEPOSIT FUND	92,091.35	0.00	92,091.35	92,091.350
76882K306	RIVERPARK/WEDGEWOOD FUND OPEN-END FUND INSTL CL	80,581.88	0.00	74,906.32	5,627.226
77956H864	T ROWE PRICE EMERGING MKTS STK OPEN-END FUND	88,505.48	0.00	71,200.13	2,634.876
780905600	ROYCE FD PREMIER SER MUTUAL FUND	57,056.22	0.00	57,857.01	2,859.961
806407102	HENRY SCHEIN INC COM	11,063.28	0.00	4,873.20	124.000
855244109	STARBUCKS CORP	10,970.00	0.00	9,653.98	200.000

CHARITABLE TRUSTS HOLDINGS REPORT

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ISCAL YEAR CODE 0231 AS OF 02-28-2013

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS	
	COM					
872407101	TFS MARKET NEUTRAL FUND OPEN-END FUND	121,876.59	0.00	110,475.21	7,631.596	
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	40,359.35	0.00	40,654.83	3,009.646	
883556102	THERMO FISHER SCIENTIFIC INC COM	11,143.80	0.00	5,370.57	151.000	
911312106	UNITED PARCEL SERVICE INC COM CL B	10,331.25	0.00	9,786.23	125.000	
913017109	UNITED TECHNOLOGIES CORP COM	14,759.65	0.00	10,059.58	163.000	
921928107	VANGUARD MORGAN GROWTH FD INC OPEN-END FUND	151,277.07	0.00	97,209.75	7,207.102	
92343V104	VERIZON COMMUNICATIONS INC COM	24,428.25	0.00	19,519.40	525.000	
949746101	WELLS FARGO CO COM	11,401.00	0.00	11,387.97	325.000	
995084027	PROPERTY LOCATION DEED IN NAME OF ADOLF BRAND & PLAT FOR #16 IN SEC 25 OF WOODLAWN CEMETERY ASSN	1.00	0.00	0.00	1.000	
	*** TOTAL ***	2,539,515.79	0.00	1,943,012.65	178,999.802	
		-53832.00		-53,832.00	PREVIOUS BASIS ADJ	
		2,485,683.79		# 1,889,180.65		
		-22571.		-22571.00	2012 PARTNERSHIP BASIS ADJ (INCOME + DISTRIBUTIONS)	
		2,463,112.79		1,866,609 65		

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 . . . . ▶ ☒
- 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 WAITE M B-BRAND FOUNDATION T/W 20 -102110327380	Employer identification number (EIN) or 34-6563471
	Number, street, and room or suite no If a P.O box, see instructions. KEYBANK N.A., P.O. BOX 10099	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. TOLEDO, OH 43699-0099	

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 ▶ KEYBANK NATIONAL ASSOCIATION

Telephone No ▶ (419)259-4968 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 10/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ ☐ calendar year 20 ____ or
▶ ☒ tax year beginning 03/01 , 2012 , and ending 02/28, 20 13 .

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	$ 1,036.
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	$ 3,360.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)