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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 **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation THE WM. M. & A. CAFARO FAMILY FOUNDATION		A Employer identification number 31-1550874
Number and street (or P.O. box number if mail is not delivered to street address) THE CAFARO COMPANY, 2445 BELMONT AVENUE		B Telephone number (330) 747-2661
City or town, state, and ZIP code YOUNGSTOWN, OH 44504-0186		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 28,588,382. (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 ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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))		(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	1,403,185.		N/A	
	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	500,303.	500,303.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,829.			STATEMENT 1
	b Gross sales price for all assets on line 6a	10,593,726.			
	7 Capital gain net income (from Part IV, line 2)		91,227.		
	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)					
11 Other income	7,334.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	2,092,651.	591,530.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	71,845.	47,928.		23,917.
	17 Interest				
	18 Taxes STMT 5	26,770.	7,580.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 6	249.	0.		49.	
24 Total operating and administrative expenses. Add lines 13 through 23	98,864.	55,508.		23,966.	
25 Contributions, gifts, grants paid	1,246,605.			1,246,605.	
26 Total expenses and disbursements. Add lines 24 and 25	1,345,469.	55,508.		1,270,571.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	747,182.				
b Net investment income (if negative, enter -0-)		536,022.			
c Adjusted net income (if negative enter -0-)			N/A		

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LHA 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		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		1,176,336.	117,192.	117,192.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7	12,335,714.	15,289,421.	18,296,101.	
	c	Investments - corporate bonds STMT 8	5,179,300.	5,784,564.	5,859,197.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9	6,145,691.	4,393,046.	4,315,892.		
14	Land, buildings, and equipment; basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		24,837,041.	25,584,223.	28,588,382.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	24,837,041.	25,584,223.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	Total net assets or fund balances	24,837,041.	25,584,223.			
31	Total liabilities and net assets/fund balances	24,837,041.	25,584,223.			

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	24,837,041.
2	Enter amount from Part I, line 27a	2	747,182.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,584,223.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,584,223.

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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		VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 3,751,770.		3,932,944.	<181,174.>
b 6,600,077.		6,569,555.	30,522.
c 241,879.			241,879.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<181,174.>
b			30,522.
c			241,879.
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	91,227.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	1,191,460.	25,391,582.	.046923
2010	1,034,945.	23,959,580.	.043195
2009	994,066.	20,832,548.	.047717
2008	1,016,334.	19,979,178.	.050870
2007	900,290.	21,294,092.	.042279

2 Total of line 1, column (d)	2	.230984
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	.046197
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,409,113.
5 Multiply line 4 by line 3	5	1,220,022.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,360.
7 Add lines 5 and 6	7	1,225,382.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,270,571.

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	5,360.
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	0.
3	Add lines 1 and 2	3	5,360.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,360.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,148.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	29,148.
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	23,788.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 23,788. Refunded ☐	11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ A.M. & F.M. CAFARO, C.S. CAFARO Telephone no. ▶ (330) 747-2661 Located at ▶ 2445 BELMONT AVENUE, YOUNGSTOWN, OHIO ZIP+4 ▶ 44504-0186			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	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

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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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

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

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

7b

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

N/A

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.

(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
ANTHONY M. CAFARO	TRUSTEE			
2445 BELMONT AVENUE				
YOUNGSTOWN, OH 445040186	5.00	0.	0.	0.
FLORA M. CAFARO	TRUSTEE			
2445 BELMONT AVENUE				
YOUNGSTOWN, OH 445040186	5.00	0.	0.	0.
CAPRI S. CAFARO	TRUSTEE			
2445 BELMONT AVENUE				
YOUNGSTOWN, OH 445040186	5.00	0.	0.	0.
WILLIAM A. CAFARO	TRUSTEE			
2445 BELMONT AVENUE				
YOUNGSTOWN, OH 445040186	5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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	26,229,274.
b	Average of monthly cash balances	1b	582,008.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	26,811,282.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,811,282.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	402,169.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,409,113.
6	Minimum investment return. Enter 5% of line 5	6	1,320,456.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,320,456.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,360.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,315,096.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,315,096.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,315,096.

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	1,270,571.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,270,571.
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	5	5,360.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,265,211.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,315,096.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,243,556.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 1,270,571.				
a Applied to 2011, but not more than line 2a			1,243,556.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				27,015.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,288,081.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1-a** 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)

- 2 a** 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).)

NONE

- 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.

NONE

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 10

- 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				
SCHEDULE ATTACHED	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,246,605.
Total				1,246,605.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

- 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
N/A		

**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.

Signature of officer or trustee

2/12/2014
Date

Co-Ten Stage

May the IRS discuss this return with the preparer shown below (see instr.)?

☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

BRENNA RYAN

Firm's name ► **BESSEMER TRUST**

Firm's EIN ► 13-2792165

Firm's address ► 630 FIFTH AVENUE, 34TH FLOOR
NEW YORK, NY 10111-0333

Phone no. 212-708-9100

Form **990-PF** (2012)

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

THE WM. M. & A. CAFARO FAMILY FOUNDATION

Employer identification number

31-1550874

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
THE WM. M. & A. CAFARO FAMILY FOUNDATION	31-1550874

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	ALYCE CAFARO CHARITABLE LEAD TRUST 2445 BELMONT AVENUE YOUNGSTOWN, OH 44513	\$ 8,419.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	WILLIAM M CAFARO CHARITABLE LEAD TRUST 2445 BELMONT AVENUE YOUNGSTOWN, OH 44513	\$ 229,937.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	CHRISTINE & EDWARD MURANSKY 8144 N. LIMA ROAD POLAND, OH 44514	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	DAVID & RUTHANNE BROWN 2437 EDGEWATER DRIVE CORTLAND, OH 44410	\$ 25.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	DONALD P. PIPINO COMPANY, LTD 7600 MARKET STREET BOARDMAN, OH 44512	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	DAVID J OR PAMELA LUPO 205 MISTY WOODS CT. STRUTHERS, OH 44471	\$ 2,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE WM. M. & A. CAFARO FAMILY FOUNDATION

31-1550874

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
7	MARK & CHRISTINE BARTOL 5818 CHESTNUT RIDGE RD SE HUBBARD, OH 44425	\$ 75.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	ALYCE CAFARO CHARITABLE LEAD TRUST 2445 BELMONT AVENUE YOUNGSTOWN, OH 44513	\$ 362,777.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	WILLIAM M CAFARO CHARITABLE LEAD TRUST 2445 BELMONT AVENUE YOUNGSTOWN, OH 44513	\$ 789,952.	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)

Name of organization

Employer identification number

THE WM. M. & A. CAFARO FAMILY FOUNDATION

31-1550874

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	VARIOUS SECURITIES	\$ 486,509.	07/13/12
9	VARIOUS SECURITIES	\$ 1,129,756.	07/13/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
THE WM. M. & A. CAFARO FAMILY FOUNDATION	31-1550874

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	3,751,770.	3,932,944.	0.	0.	<181,174.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	6,600,077.	6,478,953.	0.	0.	121,124.

CAPITAL GAINS DIVIDENDS FROM PART IV	241,879.
TOTAL TO FORM 990-PF, PART I, LINE 6A	181,829.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	742,182.	241,879.	500,303.
TOTAL TO FM 990-PF, PART I, LN 4	742,182.	241,879.	500,303.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY	7,334.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,334.	0.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEE	71,845.	47,928.		23,917.
TO FORM 990-PF, PG 1, LN 16C	71,845.	47,928.		23,917.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	11,770.	7,580.		0.
2011 EXTENSION PAYMENT	15,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	26,770.	7,580.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO ATTORNEY GENERAL FEE	200.	0.		0.
POSTAGE	49.	0.		49.
TO FORM 990-PF, PG 1, LN 23	249.	0.		49.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	15,289,421.	18,296,101.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,289,421.	18,296,101.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	5,784,564.	5,859,197.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,784,564.	5,859,197.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	4,393,046.	4,315,892.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,393,046.	4,315,892.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

A.M. & F.M. CAFARO, C.S. CAFARO

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD INCLUDE: 1)THE NAME, ADDRESS & BRIEF HISTORY OF THE ORGANIZATION, 2)A COPY OF THE TAX EXEMPTION LETTER, 3)THE TAX ID NUMBER AND 4)THE REASON FOR THE GRANT AND THE AMOUNT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Account Details

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated Current annual income	Current yield
THE CAFARO FOUNDATION											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		(258,725 610)	\$0 00	(\$258,725)	\$0 000	(\$258,725)	(172.6%)	\$0	\$0	0.00%
999995	INCOME CASH		83 040	\$0 00	\$83	\$0 000	\$83	0.1%	\$0	\$0	0.00%
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0.0%	\$0	\$0	
Total CASH					(\$258,642)		(\$258,642)	(172.6%)	\$0	\$0	0.00%
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	408,500 000	\$1 00	\$408,500	\$1 000	\$408,500	272.6%	\$0	\$40	0.01%
Total CASH EQUIVALENTS					\$408,500		\$408,500	272.6%	\$0	\$40	0.01%
Total CASH AND SHORT TERM					\$149,858		\$149,858	100.0%	\$0	\$40	0.03%
LARGE CAP CORE - U.S.											
INFORMATION TECHNOLOGY											
842450	INTERNATIONAL BUS MACHINES	459200101	497,000	\$190 59	\$94,722	\$213 300	\$106,010	5.4%	\$11,287	\$1,689	1.59%
851360	MICROSOFT CORP	594918104	3,906 000	\$27 37	\$106,889	\$28 605	\$111,731	5.6%	\$4,841	\$3,593	3.22%
867793	QUALCOMM INC	747525103	1,420 000	\$63 31	\$89,900	\$66 939	\$95,054	4.8%	\$5,154	\$1,420	1.49%
902312	ACCENTURE PLC CL A	G1151C101	1,055 000	\$58 51	\$61,726	\$75 970	\$80,148	4.1%	\$18,421	\$1,709	2.13%
904587	AVAGO TECHNOLOGIES	Y0486S104	1,315 000	\$35 07	\$46,123	\$35 900	\$47,208	2.4%	\$1,085	\$999	2.12%
Total INFORMATION TECHNOLOGY					\$399,360		\$440,151	22.2%	\$40,788	\$9,410	2.14%
INDUSTRIALS											
833750	GENERAL DYNAMICS CORP	369550108	530 000	\$66 25	\$35,110	\$70 509	\$37,370	1.9%	\$2,260	\$1,187	3.18%
886665	WASTE MANAGEMENT INC NEW	94106L109	1,520 000	\$33 69	\$51,215	\$39 210	\$59,599	3.0%	\$8,383	\$2,219	3.72%
904606	NIELSEN HOLDINGS BV	N63218106	1,420 000	\$32 56	\$46,235	\$35 820	\$50,864	2.6%	\$4,628	\$908	1.79%
Total INDUSTRIALS					\$132,560		\$147,833	7.5%	\$15,271	\$4,314	1.88%
TELECOM SERVICES											
815785	CENTURYLINK INC	156700106	1,170 000	\$37 62	\$44,017	\$35 130	\$41,102	2.1%	(\$2,915)	\$2,527	6.15%
Total TELECOM SERVICES					\$44,017		\$41,102	2.1%	(\$2,915)	\$2,527	2.56%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Bessemer Trust

Account Details

Report dated March 29, 2013

Amortized tax cost
Trade date basis

Page 5 of 9

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE CAFARO FOUNDATION											
LARGE CAP CORE - U.S.											
HEALTH CARE											
800258	AETNA INC NEW	00817Y108	1,630 000	\$44.06	\$71,814	\$51 129	\$83,341	4 2%	\$11,527	\$1,304	1 56%
843800	JOHNSON & JOHNSON	478160104	1,030 000	\$64 36	\$66,293	\$81 529	\$83,975	4 2%	\$17,682	\$2,513	2 99%
880100	THERMO FISHER SCIENTIFIC	883556102	1,200 000	\$58 57	\$70,287	\$76 490	\$91,788	4 6%	\$21,500	\$720	0 78%
881943	UNITEDHEALTH GROUP INC	91324P102	1,345 000	\$50 09	\$67,365	\$57 210	\$76,947	3 9%	\$9,582	\$1,143	1 49%
888967	ZIMMER HLDGS INC	98956P102	1,370 000	\$63.66	\$87,211	\$75 220	\$103,051	5 2%	\$15,839	\$1,096	1 06%
Total HEALTH CARE					\$362,970		\$439,102	22.2%	\$76,130	\$6,776	2.03%
FINANCIALS											
817156	CITIGROUP INC	172967424	1,225 000	\$30 13	\$36,906	\$44 240	\$54,194	2 7%	\$17,287	\$49	0 09%
986524	ACE LIMITED	H0023R105	940 000	\$51 37	\$48,287	\$88 969	\$83,631	4 2%	\$35,344	\$1,842	2 20%
Total FINANCIALS					\$85,193		\$137,825	7.0%	\$52,631	\$1,891	3.23%
CONSUMER STAPLES											
822151	CVS/CAREMARK CORP	126650100	1,175 000	\$39 56	\$46,478	\$54 990	\$64,613	3 3%	\$18,134	\$1,057	1 64%
886461	WALGREEN CO	931422109	2,450 000	\$36 39	\$89,150	\$47 680	\$116,816	5 9%	\$27,665	\$2,695	2 31%
Total CONSUMER STAPLES					\$135,628		\$181,429	9.2%	\$45,799	\$3,752	2.98%
CONSUMER DISCRETIONARY											
705591	DOLLAR GENERAL CORP	256677105	2,200 000	\$43 61	\$95,946	\$50 580	\$111,276	5 6%	\$15,329	\$0	0 00%
817591	COACH INC	189754104	1,030 000	\$55 18	\$56,838	\$49 989	\$51,489	2 6%	(\$5,349)	\$1,236	2 40%
847586	LOWES COS INC	548661107	1,217 000	\$28 97	\$35,251	\$37 919	\$46,148	2 3%	\$10,897	\$778	1 69%
848064	MACY'S INC	55616P104	1,850 000	\$36 58	\$67,677	\$41 840	\$77,404	3 9%	\$9,726	\$1,480	1 91%
878468	TARGET CORP	87612E106	850 000	\$51 84	\$44,067	\$68 449	\$58,182	2 9%	\$14,114	\$1,224	2 10%
885274	VIACOM INC CL B NEW	92553P201	600 000	\$63 34	\$38,004	\$61 480	\$36,888	1 9%	(\$1,116)	\$660	1 79%
Total CONSUMER DISCRETIONARY					\$337,783		\$381,387	19.3%	\$43,601	\$5,378	1.64%
ENERGY											
819413	CONOCOPHILLIPS	20825C104	890 000	\$54 88	\$48,843	\$60 100	\$53,489	2 7%	\$4,645	\$2,349	4 39%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result, there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Report run on Aug 6, 2013 by ROSARIOT
Version 10 1 1 4

Bessemer Trust

Account Details

Report dated March 29, 2013
Amortized tax cost
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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE CAFARO FOUNDATION											
LARGE CAP CORE - U.S.											
ENERGY											
848843	MARATHON OIL CORP	565849106	2,098 000	\$29 84	\$62,610	\$33 720	\$70,744	3 6%	\$8,134	\$1,426	2 02%
Total ENERGY					\$111,453		\$124,233	6.3%	\$12,779	\$3,775	4.12%
UTILITIES											
823500	DETROIT ENERGY CO	233331107	524 000	\$51 71	\$27,097	\$68 340	\$35,810	1 8%	\$8,712	\$1,299	3 63%
828398	EXELON CORP	30161N101	1,448 000	\$40 73	\$58,970	\$34 480	\$49,927	2 5%	(\$9,043)	\$3,040	6 09%
Total UTILITIES					\$86,067		\$85,737	4.3%	(\$331)	\$4,339	4.53%
Total LARGE CAP CORE - U.S.					\$1,695,031		\$1,978,799	100.0%	\$283,753	\$42,162	2.13%
LARGE CAP CORE - NON U.S.											
INDUSTRIALS											
900927	EAST JAPAN RAIL ADR	273202101	4,472 000	\$10 11	\$45,197	\$13 703	\$61,279	3 3%	\$16,082	\$867	1 41%
906092	NIKON CORP PLC UNSPON-ADR	654111202	1,345 000	\$28 00	\$37,655	\$23 453	\$31,544	1 7%	(\$6,111)	\$551	1 75%
914067	EMBRAER SA ADR	29082A107	1,800 000	\$28 53	\$51,354	\$35 670	\$64,206	3 4%	\$12,851	\$0	0 00%
Total INDUSTRIALS					\$134,206		\$157,029	8.4%	\$22,822	\$1,418	1.88%
TELECOM SERVICES											
901909	CHINA TELECOM ADR	169426103	1,357 000	\$57 98	\$78,678	\$50 839	\$68,989	3 7%	(\$9,688)	\$1,338	1 94%
904018	KDDI CORP ADR	48667L106	5,435 000	\$17 44	\$94,782	\$20 800	\$113,048	6 1%	\$18,265	\$586	0 52%
905147	TIM PARTICIPACOEES SA ADR	88706P205	2,383 000	\$28 27	\$67,371	\$21 880	\$52,140	2 8%	(\$15,231)	\$683	1 31%
905422	TELE2 AB ADR	87952P307	3,940 000	\$9 38	\$36,941	\$10 530	\$41,488	2 2%	\$4,546	\$1,654	3 99%
956823	VODAFONE GP PLC NEWADR	92857W209	1,725 000	\$27 08	\$46,715	\$28 400	\$48,990	2 6%	\$2,274	\$2,585	5 28%
Total TELECOM SERVICES					\$324,487		\$324,655	17.4%	\$166	\$6,846	2.56%
HEALTH CARE											
907989	SANOFI - ADR	80105N105	1,750 000	\$35 83	\$62,702	\$51 080	\$89,390	4 8%	\$26,687	\$2,282	2 55%
927371	ITOCHU CORP ADR	465717106	3,175 000	\$21 48	\$68,191	\$24 442	\$77,603	4 2%	\$9,412	\$3,114	4 01%
958901	TEVA PHARM INDS LTD ADR	881624209	2,064 000	\$42 54	\$87,802	\$39 680	\$81,899	4 4%	(\$5,902)	\$1,803	2 20%

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THE CAFARO FOUNDATION											
LARGE CAP CORE - NON U.S.											
HEALTH CARE											
Total HEALTH CARE					\$218,695		\$248,892	13.4%	\$30,197	\$7,199	2.03%
FINANCIALS											
900901	MUNICH RE GROUP ADR	626188106	4,365 000	\$12 61	\$55,031	\$18 735	\$81,778	4 4%	\$26,747	\$2,688	3 29%
904004	CHINA CONSTRUCTION ADR	168919108	5,095 000	\$15 11	\$76,992	\$16 335	\$83,226	4 5%	\$6,234	\$3,179	3 82%
905386	SUNCORP GROUP ADR	86723Y100	4,197 000	\$8 57	\$35,972	\$12 323	\$51,719	2 8%	\$15,747	\$1,695	3 28%
905424	NORDEA BK SWEDEN AB ADR	65557A206	5,348 000	\$8 04	\$42,974	\$11 350	\$60,699	3 3%	\$17,725	\$3,363	5 54%
906108	WHARF HOLDINGS ADR	962257408	1,775 000	\$11 23	\$19,940	\$17 829	\$31,646	1 7%	\$11,705	\$472	1 49%
906227	RSA INSURANCE GROUP PLC ADR	78004V301	6,670 000	\$9 41	\$62,765	\$8 837	\$58,942	3 2%	(\$3,822)	\$3,415	5 79%
914068	ALLIANZ AKTIENGES ADR	018805101	3,050 000	\$11 73	\$35,789	\$13 605	\$41,495	2 2%	\$5,706	\$1,323	3 19%
Total FINANCIALS					\$329,463		\$409,505	22.0%	\$80,042	\$16,135	3.29%
CONSUMER STAPLES											
926008	IMPERIAL TOBACCO LT ADR	453142101	1,270 000	\$75 72	\$96,163	\$69 817	\$88,668	4 8%	(\$7,494)	\$4,155	4 69%
933964	KON AHOLD ADR	500467402	6,045 000	\$13 38	\$80,889	\$15 351	\$92,796	5 0%	\$11,907	\$2,901	3 13%
Total CONSUMER STAPLES					\$177,052		\$181,464	9.7%	\$4,413	\$7,056	2.98%
MATERIALS											
802483	BARRICK GOLD CORP	067901108	989 000	\$48 36	\$47,827	\$29 399	\$29,076	1 6%	(\$18,750)	\$395	1 36%
904977	BHP BILLITON PLC-ADR	05545E209	787 000	\$58 64	\$46,148	\$58 060	\$45,693	2 5%	(\$455)	\$1,794	3 93%
Total MATERIALS					\$93,975		\$74,769	4.0%	(\$19,205)	\$2,189	2.93%
CONSUMER DISCRETIONARY											
848349	MAGNA INTL INC CL A	559222401	649 000	\$36 60	\$23,752	\$58 700	\$38,096	2 0%	\$14,343	\$934	2 45%
901588	VOLKSWAGEN AG ADR	928662402	1,325 000	\$37 22	\$49,321	\$39 807	\$52,744	2 8%	\$3,423	\$904	1 71%
905379	DAIHATSU MOTOR CO LTD ADR	23381A108	1,185 000	\$38 95	\$46,156	\$41 438	\$49,104	2 6%	\$2,947	\$1,341	2 73%
Total CONSUMER DISCRETIONARY					\$119,229		\$139,944	7.5%	\$20,713	\$3,179	1.64%
ENERGY											

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THE CAFARO FOUNDATION											
LARGE CAP CORE - NON U.S.											
ENERGY											
915019	ENI S P A ADR	26874R108	1,745,000	\$42.98	\$74,998	\$44,890	\$78,333	4.2%	\$3,334	\$3,887	4.96%
948208	SINOPEC/CHINA PETE&CHM ADR	16941R108	670,000	\$110.44	\$73,994	\$116,919	\$78,336	4.2%	\$4,342	\$2,846	3.63%
959209	TOTAL SA ADR	89151E109	1,801,000	\$51.57	\$92,882	\$47,979	\$86,411	4.6%	(\$6,470)	\$4,621	5.35%
Total ENERGY					\$241,874		\$243,080	13.0%	\$1,206	\$11,354	4.12%
UTILITIES											
900767	SSE PLC ADR	78467K107	2,170,000	\$21.51	\$46,685	\$22,534	\$48,898	2.6%	\$2,213	\$2,768	5.66%
905429	TOKYO GAS LTD ADR	889115101	1,670,000	\$17.35	\$28,971	\$21,612	\$36,092	1.9%	\$7,120	\$619	1.72%
Total UTILITIES					\$75,656		\$84,990	4.6%	\$9,333	\$3,387	4.53%
Total LARGE CAP CORE - NON U.S.					\$1,714,637		\$1,864,328	100.0%	\$149,687	\$58,763	3.15%
LARGE CAP STRATEGIES											
LARGE CAP STRATEGIES FUNDS											
943344	OW LARGE CAP STRATEGIES FD	680414109	426,246	\$9.69	\$4,132,219	\$10,660	\$4,543,783	100.0%	\$411,563	\$31,115	0.68%
Total LARGE CAP STRATEGIES FUNDS					\$4,132,219		\$4,543,783	100.0%	\$411,563	\$31,115	0.68%
Total LARGE CAP STRATEGIES					\$4,132,219		\$4,543,783	100.0%	\$411,563	\$31,115	0.68%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OW GLOBAL SML & MID CAP FD	680414604	273,840	\$11.06	\$3,029,192	\$15,900	\$4,354,071	100.0%	\$1,324,879	\$44,909	1.03%
Total GLOBAL SMALL & MID CAP FUNDS					\$3,029,192		\$4,354,071	100.0%	\$1,324,879	\$44,909	1.03%
Total GLOBAL SMALL & MID CAP					\$3,029,192		\$4,354,071	100.0%	\$1,324,879	\$44,909	1.03%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OW GLOBAL OPPORTUNITIES FD	680414802	704,071	\$6.70	\$4,718,342	\$7,890	\$5,555,120	100.0%	\$836,778	\$168,977	3.04%
Total GLOBAL OPPORTUNITIES FUNDS					\$4,718,342		\$5,555,120	100.0%	\$836,778	\$168,977	3.04%
Total GLOBAL OPPORTUNITIES					\$4,718,342		\$5,555,120	100.0%	\$836,778	\$168,977	3.04%

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THE CAFARO FOUNDATION											
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OW REAL RETURN FUND	680414703	179,845,888	\$9.97	\$1,793,046	\$8.990	\$1,616,814	100.0%	(\$176,232)	\$4,136	0.26%
Total REAL RETURN FUNDS					\$1,793,046		\$1,616,814	100.0%	(\$176,232)	\$4,136	0.26%
Total REAL RETURN/COMMODITIES											
ALTERNATIVE INVESTMENTS											
HEDGE FUNDS											
085415	5TH AVE SP SIT OFFSH A	5SSOF1921	585,129	\$2,221.73	\$1,300,000	\$2,302.709	\$1,347,382	49.9%	\$47,382	\$0	0.00%
085726	5TH AVE GLB EQ OFF LTD S64	5GEOF1997	803,352	\$1,618.22	\$1,300,000	\$1,682.570	\$1,351,696	50.1%	\$51,696	\$0	0.00%
Total HEDGE FUNDS					\$2,600,000		\$2,699,078	100.0%	\$99,078	\$0	0.00%
Total ALTERNATIVE INVESTMENTS					\$2,600,000		\$2,699,078	100.0%	\$99,078	\$0	0.00%
Total					\$19,832,325		\$22,761,851		\$2,929,506	\$350,102	1.54%

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THE JOHN A. CAFARO SCHOLARSHIP FUND											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	\$0
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	\$0
999996	NET CASH		79 090	\$0 00	\$79	\$0 000	\$79	100 0%	\$0	\$0	\$0 0 00%
Total CASH					\$79		\$79	100.0%	\$0	\$0	\$0 0 00%
Total CASH AND SHORT TERM					\$79		\$79	100.0%	\$0	\$0	\$0 0 00%
Total					\$79		\$79		\$0	\$0	\$0 0 00%

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THE CAFARO FOUNDATION FI											
FIXED INCOME											
FIXED INCOME - CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		42 120	\$0.00	\$42	\$0.000	\$42	0.0%	\$0	\$0	0.00%
999995	INCOME CASH		0 000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
999996	NET CASH		0 000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	
Total CASH					\$42		\$42	0.0%	\$0	\$0	0.00%
CASH EQUIVALENTS											
990110	FED GOVT OBLIG FUND #395	60934N807	21,000 000	\$1.00	\$21,000	\$1 000	\$21,000	0.4%	\$0	\$2	0.01%
Total CASH EQUIVALENTS					\$21,000		\$21,000	0.4%	\$0	\$2	0.01%
T-BILLS & ST DISC AGENCIES											
110281	US TREASURY BILLS	03/06/2014	640,000 000	\$99.88	\$639,207	BOOK	\$639,207	10.9%	\$0	\$812	0.13%
Total T-BILLS & ST DISC AGENCIES					\$639,207		\$639,207	10.9%	\$0	\$812	0.13%
Total FIXED INCOME - CASH AND SHORT TERM					\$660,249		\$660,249	11.3%	\$0	\$814	0.12%
US GOVT AND AGENCY BONDS											
101886	FEDERAL HOME LOAN BANK	09/12/2014	125,000 000	\$102.61	\$128,258	\$104 341	\$130,426	2.2%	\$2,167	\$4,062	3.11%
110279	US TREASURY NOTES	02/28/2015	900,000 000	\$100.00	\$900,035	\$100 008	\$900,072	15.4%	\$36	\$2,250	0.25%
105640	FEDERAL HOME LOAN BANK	03/13/2015	140,000 000	\$100.18	\$140,250	\$104 725	\$146,615	2.5%	\$6,364	\$3,850	2.63%
109309	MTG-LINKED AMORT FHLMC	01/15/2022	176,772 245	\$100.00	\$176,772	\$102 183	\$180,632	3.1%	\$3,860	\$3,641	2.02%
108010	US TREASURY BONDS	7 250% 08/15/2022	631,000 000	\$147.66	\$931,760	\$148 531	\$937,230	16.0%	\$5,470	\$45,747	4.88%
Total US GOVT AND AGENCY BONDS					\$2,277,075		\$2,294,975	39.2%	\$17,897	\$59,550	2.59%
CORPORATE BONDS											
200566	NOVARTIS CAPITAL CORP	02/10/2014	100,000 000	\$99.90	\$99,897	\$103 070	\$103,070	1.8%	\$3,173	\$4,125	4.00%
201598	PNC FUNDING CORP	02/08/2015	125,000 000	\$99.80	\$124,745	\$105 290	\$131,612	2.2%	\$6,867	\$4,531	3.44%
200567	PROCTER & GAMBLE CO	02/15/2015	100,000 000	\$99.58	\$99,580	\$105 382	\$105,382	1.8%	\$5,802	\$3,500	3.32%
205520	JPMORGAN CHASE & CO	09/22/2015	201,000 000	\$101.82	\$204,652	\$101 730	\$204,477	3.5%	(\$174)	\$2,832	1.38%

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THE CAFARO FOUNDATION FI											
FIXED INCOME											
CORPORATE BONDS											
205427	ANHEUSER-BUSCH INBEV FIN	035242AD8	180,000,000	\$99.99	\$179,989	\$100.071	\$180,127	3.1%	\$138	\$1,440	0.80%
203518	US BANCORP	91159HHB9	100,000,000	\$99.74	\$99,744	\$104.351	\$104,351	1.8%	\$4,607	\$2,200	2.11%
204296	GENERAL ELEC CAP CORP	36962G5N0	125,000,000	\$103.17	\$128,966	\$105.540	\$131,925	2.3%	\$2,958	\$3,625	2.75%
204396	BB&T CORPORATION	05531FAK9	100,000,000	\$103.02	\$103,018	\$102.923	\$102,923	1.8%	(\$95)	\$2,150	2.09%
204412	AMERICAN EXPRESS CREDIT	0258M0DD8	97,000,000	\$99.73	\$96,737	\$104.566	\$101,429	1.7%	\$4,692	\$2,303	2.27%
204525	BERKSHIRE HATHAWAY FIN	084664BS9	100,000,000	\$101.84	\$101,839	\$101.986	\$101,986	1.7%	\$147	\$1,600	1.57%
204592	BANK OF NEW YORK MELLON	064058AA8	95,000,000	\$101.98	\$96,881	\$103.128	\$97,972	1.7%	\$1,090	\$1,870	1.91%
204650	UNILEVER CAPITAL CORP	904764AP2	100,000,000	\$98.82	\$98,816	\$99.245	\$99,245	1.7%	\$429	\$850	0.86%
204682	PEPSICO INC	713448CB2	100,000,000	\$99.48	\$99,484	\$100.318	\$100,318	1.7%	\$834	\$1,250	1.25%
204755	DOMINION RESOURCES INC	25746UBR9	25,000,000	\$99.91	\$24,978	\$100.192	\$25,048	0.4%	\$70	\$350	1.40%
205332	COSTCO WHOLESALE CORP	22160KAE5	100,000,000	\$99.98	\$99,980	\$100.320	\$100,320	1.7%	\$340	\$1,125	1.12%
Total CORPORATE BONDS					\$1,659,306		\$1,690,185	28.8%	\$30,878	\$33,751	2.00%
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN	822582AF9	125,000,000	\$99.97	\$124,966	\$103.478	\$129,347	2.2%	\$4,380	\$5,000	3.87%
603555	CA ONTARIO (PROVINCE OF)	6832348Y7	100,000,000	\$99.95	\$99,954	\$104.778	\$104,778	1.8%	\$4,824	\$2,700	2.58%
603673	EKSPORTFINANS A/S	28264QT53	125,000,000	\$99.74	\$124,681	\$96.009	\$120,011	2.0%	(\$4,670)	\$2,500	2.08%
606179	ROYAL BANK OF CANADA	78008TLB8	100,000,000	\$104.76	\$104,757	\$104.358	\$104,358	1.8%	(\$399)	\$2,300	2.20%
605434	KFW	500769EY6	100,000,000	\$99.63	\$99,629	\$101.850	\$101,850	1.7%	\$2,221	\$1,250	1.23%
605706	PETROLEOS MEXICANOS	71654QBF8	300,000,000	\$100.00	\$300,000	\$101.353	\$304,059	5.2%	\$4,059	\$5,100	1.68%
Total INTERNATIONAL BONDS					\$853,987		\$864,403	14.8%	\$10,415	\$18,850	2.18%
TAXABLE MUNICIPAL BONDS											
310527	NEW YORK ST URBAN DEV CP	650035UX4	100,000,000	\$100.00	\$100,000	\$103.840	\$103,840	1.8%	\$3,840	\$2,626	2.53%
310846	MARYLAND ST COP TAXABLE	574195PF4	110,000,000	\$100.00	\$110,000	\$103.528	\$113,881	1.9%	\$3,881	\$3,210	2.82%
310874	N Y ST DORM AUTH ST PIP	649902Z55	100,000,000	\$98.51	\$98,508	\$105.811	\$105,811	1.8%	\$7,303	\$2,825	2.67%
318265	ENERGY NW WA ELEC REV TAX	29270CYL3	25,000,000	\$101.76	\$25,439	\$103.412	\$25,853	0.4%	\$414	\$536	2.07%

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THE CAFARO FOUNDATION FI											
FIXED INCOME											
TAXABLE MUNICIPAL BONDS											
Total	TAXABLE MUNICIPAL BONDS				\$333,947		\$349,385	6.0%	\$15,438	\$9,197	2.63%
Total	FIXED INCOME				\$5,784,564		\$5,859,197	100.0%	\$74,628	\$122,162	2.08%
Total					\$5,784,564		\$5,859,197		\$74,628	\$122,162	2.08%

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THE WILLIAM M AND ALYCE CAFARO FAMILY FOUNDATION

#31-1650874

Data on Organizations that Received Contributions in Year Ended March 31, 2013

Date Cleared	Check #	NAME OF ORGANIZATION	Check Date	Amount	ADDRESS Street	City	State	Zip
04/10/12	15010	Animal Welfare League	04/06/12	50,000 00	545 Brunstetter SW	Warren	OH	44481
04/20/12	15011	Duquesne University	04/06/12	10,000 00	600 Forbes Avenue	Pittsburgh	PA	15282
04/10/12	15012	Sleep Resource Foundation	04/06/12	100,000 00	28099 Shaker Blvd	Pepper Pike	OH	44124
04/13/12	15013	Kent State University, College of Technology	04/06/12	5,000 00	PO Box 5190	Kent	OH	44242
04/20/12	15014	St. Rose School	04/06/12	25,000 00	61 E. Main Street	Girard	OH	44420
04/13/12	15015	The Stanford Fund	04/06/12	10,000 00	326 Galvez Street	Stanford	CA	94305
04/17/12	15016	Ursuline High School	04/06/12	125,000 00	750 Wick Avenue	Youngstown	OH	44505
04/23/12	15017	Ursuline High School	04/06/12	25,000 00	750 Wick Avenue	Youngstown	OH	44505
04/24/12	15018	American Cancer Society	04/16/12	100 00	c/o Blue Butterflies, 457 South Colonial	Cortland	OH	44410
05/10/12	15019	Angels of Easter Seals	04/16/12	125 00	299 Edwards Street	Youngstown	OH	44502
04/23/12	15020	SCOPE Inc of Trumbull County Ohio	04/16/12	100 00	220 West Market Street	Warren	OH	44481
05/10/12	15021	Warren Junior Women's League GFWC	04/16/12	500 00	PO Box 428	Warren	OH	44482
04/25/12	15022	Communities in Schools of Puyallup	04/17/12	500 00	302 Second Street	Puyallup	WA	98372
05/01/12	15023	Niles First United Methodist Church	04/17/12	200 00	608 N Crandon Avenue	Niles	OH	44446
07/20/12	15024	Pressley Ridge Grant Gardens	04/17/12	300 00	2580 Grant Gardens Road	Ona	WV	25545
05/02/12	15025	United Health Foundation	04/17/12	250 00	327 Medical Park Drive	Bridgeport	WV	26330
05/07/12	15026	Boy Scouts of America, Greater Western Reserve Council	04/30/12	350 00	4930 Enterprise Dr NW	Warren	OH	44481
05/11/12	15027	Community Foundation of Greater Dubuque	04/30/12	300 00	700 Locust Street	Dubuque	IA	52001
05/14/12	15028	Easter Seals	04/30/12	250 00	1305 National Road	Wheeling	WV	26003
05/07/12	15029	Fairhaven Foundation	04/30/12	150 00	420 Lincoln Way	Niles	OH	44446
06/07/12	15030	Family Promise of Mahoning Valley	04/30/12	100 00	22 N. Market Street	Girard	OH	44420
05/03/12	15031	Greater Western Reserve Council, BSA	04/30/12	2,500 00	4930 Enterprise Dr NW	Warren	OH	44481
05/22/12	15032	Mahoning Valley Professional Baseball Association	04/30/12	15,000 00	111 Eastwood Mall Blvd	Niles	OH	44446
05/10/12	15033	The Penguin Club, Youngstown State University	04/30/12	150 00	One University Plaza	Youngstown	OH	44555
05/09/12	15034	Danny Price Charities, Inc	04/30/12	250 00	2049 Burning Tree Lane	Youngstown	OH	44505
05/07/12	15035	Stein Hospice Services, Inc	04/30/12	500 00	1200 Sycamore Line	Sandusky	OH	44870
05/29/12	15036	Warren Junior Women's League GFWC	04/30/12	100 00	9205 Bay Hill Drive	Warren	OH	44484
05/02/12	15037	Youngstown Area Jewish Federation	04/30/12	100 00	505 Gypsy Lane	Youngstown	OH	44504
05/04/12	15038	Youngstown State University	04/30/12	1,500 00	One University Plaza	Youngstown	OH	44555
05/09/12	15039	Niles Frontliners, Inc	05/01/12	50,000 00	P O Box 108	Niles	OH	44446
05/11/12	15040	Niles Historical Society	05/01/12	10,000 00	503 Brown Street, P O Box 368	Niles	OH	44446
07/05/12	15041	Women Empowering Women dba Paula's House	05/01/12	250 00	P O Box 2002	Monroe	MI	48161
05/22/12	15042	YWCA of Warren	05/01/12	1,000 00	375 North Park Avenue	Warren	OH	44481
05/29/12	15043	American Cancer Society	05/16/12	200 00	1596 Motor Inn Drive	Girard	OH	44420
05/25/12	15044	Niles Middle School	05/16/12	250 00	411 Brown Street	Niles	OH	44446
05/23/12	15045	The Salvation Army	05/16/12	400 00	270 Franklin Street SE	Warren	OH	44482
05/25/12	15046	Trumbull Art Gallery	05/16/12	100 00	196 East Market Street	Warren	OH	44481
06/13/12	15047	Youngstown International Peace Race Foundation	05/16/12	7 500 00	c/o Second Sole, 755 Boardman-Canfield Rd	Boardman	OH	44512
07/08/12	15048	USA Wrestling-Ohio	05/21/12	200 00	2240 Holly Lane	Avon	OH	44011
06/01/12	15049	Edward J. DeBartolo Memorial Scholarship Foundation	05/25/12	550 00	7620 Market Street	Youngstown	OH	44512
06/04/12	15050	Help Hotline Crisis Center, Inc	05/25/12	250 00	PO Box 46	Youngstown	OH	44501
05/31/12	15051	United Way of Trumbull County	05/25/12	5,000 00	3601 Youngstown Rd SE	Warren	OH	44484
06/07/12	15052	Warren Family Mission	05/25/12	100 00	2671 Youngstown Road SE	Warren	OH	44484
06/08/12	15053	Warren Philharmonic Orchestra	05/25/12	500 00	P O Box 8507	Warren	OH	44484
06/12/12	15054	Dunde	06/04/12	500 00	2728 Asbury Road, Suite 330	Dubuque	IA	52001
06/21/12	15056	Inspiring Minds	06/13/12	200 00	175 Laird Ave., 1st Floor	Warren	OH	44483
06/15/12	15057	YFD Local 312 Memorial Fund	06/13/12	325 00	P O Box 874	Youngstown	OH	44501
07/02/12	15058	YWCA of Warren	06/13/12	500 00	375 North Park Avenue	Warren	OH	44481
06/27/12	15059	Monroe County Intermediate School District fbo Great Start Collaborat	06/20/12	500 00	1101 S. Raisinville Rd	Monroe	MI	48161
07/02/12	15060	Compass Family and Community Services	06/21/12	100 00	284 Broadway	Youngstown	OH	44504
09/17/12	15061	Juvenile Diabetes Research Foundation	06/21/12	500 00	JRDRF Box 302, 5008 Airport Rd	Roanoke	VA	24012
07/09/12	15062	Stephen Moore Memorial Foundation	06/21/12	50 00	PO Box 335	North Jackson	OH	44451
07/03/12	15064	First Tee of Mahoning Valley	06/27/12	325 00	1300 North State Street	Girard	OH	44420
07/18/12	15065	The Volunteer Center of Erie County	07/03/12	500 00	300 Central Avenue	Sandusky	OH	44870
07/18/12	15066	Warren City Schools Foundation c/o Reach Back Community Fund	07/03/12	500 00	105 High St NE	Warren	OH	44481
07/17/12	15067	Diocese of Youngstown	07/12/12	30,000 00	144 West Wood Street	Youngstown	OH	44503
08/03/12	15068	Coalfield Development Corporation	07/24/12	300 00	P O Box 1133	Wayne	WV	25570
08/01/12	15069	The Healing Place of Huntington, Inc	07/24/12	300 00	2425 9th Avenue	Huntington	WV	25701
07/31/12	15070	Indiana University	07/24/12	1,000 00	Poplars Building, 400 East 7th Street	Bloomington	IN	47405
08/01/12	15071	Kent State University Salem Campus	07/24/12	1,000 00	Financial Aid Office, 2491 St Rt 45 South	Salem	OH	44446
08/16/12	15072	Mount Union College	07/24/12	5,000 00	1972 Clark Avenue	Alliance	OH	44601
08/10/12	15073	Ohio State University	07/24/12	2,000 00	Office of Univ Bursar, 281 W Lane Ave	Columbus	OH	43210
08/01/12	15074	Waynesburg University	07/24/12	2,000 00	Financial Aid Office, 51 West College St	Waynesburg	PA	15370
07/31/12	15075	Westminster College	07/24/12	1,000 00	319 S. Market St	New Wilmington	PA	19172
07/31/12	15076	Youngstown State University	07/24/12	8,000 00	One University Plaza	Youngstown	OH	44555
09/05/12	15077	Feeding Children Everywhere	07/30/12	5,000 00	c/o DeBartolo Holdings, 15436 N Florida Ave, Suite 200	Tampa	FL	33613
08/07/12	15078	Immaculate Heart of Mary	07/30/12	100 00	4490 Norquest Boulevard	Austintown	OH	44415
08/03/12	15079	The Rich Center for Autism c/o YSU Foundation	07/30/12	250 00	c/o PAR Memorial Golf Tournament, PO Box 831	Youngstown	OH	44501
08/10/12	15080	Tod Avenue United Methodist Church	07/30/12	100 00	155 Tod Avenue	Warren	OH	44485
	15081	Void						
08/03/12	15082	Youngstown-Warren Regional Chamber of Commerce	07/31/12	50,000 00	11 Central Square Suite 1600	Youngstown	OH	44503
08/15/12	15083	Kent State University, College of The Arts	08/02/12	5,000 00	P O Box 5190	Kent	OH	44242
08/28/12	15084	Warren Family Mission	08/17/12	100 00	2671 Youngstown Road SE	Warren	OH	44484
08/31/12	15085	Voices for Independence	08/21/12	500 00	1107 Payne Avenue	Erie	PA	16503
10/29/12	15086	American Diabetes Association	08/24/12	50 00	992 Patricia Ave., Apt 4	Girard	OH	44420
09/25/12	15087	American Heart Association	08/24/12	100 00	15 Banbury	Youngstown	OH	44511
08/30/12	15088	Camp Frederick	08/24/12	100 00	PO Box 258	Rogers	OH	44455
08/30/12	15089	Junior League of Youngstown	08/24/12	500 00	201 E. Commerce St Ste 320	Youngstown	OH	44504
09/28/12	15090	Mercy Memorial Hospital	08/24/12	100 00	718 N. Macomb Street	Monroe	MI	48162
09/11/12	15091	Putting Downs First Inc	08/24/12	50 00	Southington	Ohio	OH	44470

Data on Organizations that Received Contributions in Year Ended March 31, 2013

Date	Check							
09/19/12	15092	St Patnck School	08/24/12	250 00	38 E Water Street	Hubbard	OH	44425
09/04/12	15093	Tech Belt Energy Innovation Center	08/24/12	1,000 00	108 Main Ave , SW Suite 500	Warren	OH	44481
08/30/12	15094	United Way of Trumbull County	08/24/12	500 00	3601 Youngstown Rd SE	Warren	OH	44484
09/04/12	15095	Youngstown Symphony Orchestra	08/24/12	85 00	260 Federal Plaza West	Youngstown	OH	44503
09/06/12	15096	Cystic Fibrosis Foundation	08/29/12	1,000 00	5410 Transportation Blvd, Suite 5	Garfield Heights	OH	44125
09/12/12	15097	Cystic Fibrosis Foundation	08/29/12	500 00	307 Moccasin Trail	Girard	OH	44420
09/25/12	15098	American Heart Association	09/13/12	100 00	2445 Belmont Ave , P O Box 2186	Youngstown	OH	44504
09/24/12	15099	Legion-Aires Drum & Bugle Corp dba Dubuque Colts Drum & Bugle	09/13/12	500 00	1101 Central Ave	Dubuque	IA	52004
09/25/12	15100	Thurman Bnsben Homeless Shelter	09/13/12	250 00	471 Cental Road	Fredricksburg	VA	22402
11/15/12	15101	St Rose School	09/17/12	500 00	61 E Main Street	Girard	OH	44420
11/02/12	15102	Rappahannock Big Brothers Big Sisters	09/24/12	250 00	325 A Wallace Street	Fredricksburg	VA	22401
10/04/12	15103	Cleveland Clinic Foundation	09/24/12	6,000 00	Taussig Cancer Inst /R36 9500 Euclid Ave	Cleveland	OH	44195
10/25/12	15104	Susan G Koman Fnd, c/o Mineral Ridge High School	09/24/12	100 00	1334 Seaborn St	Mineral Ridge	OH	44440
10/18/12	15105	Wexner Center Foundation at Ohio State University	09/27/12	5,000 00	Limited Brands, Three Limited Parkway	Columbus	OH	43230
10/11/12	15106	Kanzus Cancer Research Foundation	09/28/12	1,000 00	130 West 8th St	Ene	PA	16501
10/04/12	15107	Rappahannock Goodwill Industries, Inc	09/28/12	250 00	1414 Caroline Street	Fredricksburg	VA	22404
10/09/12	15108	Trumbull Mobile Meals, Inc	09/28/12	1,200 00	323 E Market Street	Warren	OH	44481
11/01/12	15109	Dubuque County Hockey Association	10/04/12	500 00	P O Box 122	Dubuque	IA	52004
10/18/12	15110	Habitat for Humanity	10/08/12	500 00	14930 LaPlaisance Road, Suite 111	Monroe	MI	48161
10/18/12	15111	National Italian American Foundation	10/08/12	10,000 00	1860 19th Street, NW, Amb Peter F Secchia Bldg	Washington	DC	20009
10/19/12	15112	Alzheimer's Association	10/11/12	100 00	3695B Boardman-Canfield Rd	Canfield	OH	44406
11/30/12	15113	Second Harvest Food Bank	10/11/12	250 00	41 South Main Street	Niles	OH	44446
10/26/12	15114	Child Watch Children's Advocacy	10/18/12	250 00	P O Box 1262	Paducah	KY	42002
11/05/12	15115	Horses, Inc	10/18/12	500 00	P O Box 8136	Paducah	KY	42002
10/26/12	15116	Rape Victims Services, Inc dba Purchase Area Sexual Assault & Child Advocacy Center	10/18/12	500 00	P O Box 8506	Paducah	KY	42002
10/29/12	15117	Easter Seals	10/19/12	500 00	801 North 29th Street	Paducah	KY	42001
10/31/12	15118	Frankie's Friends	10/19/12	500 00	3000 Busch Lake Blvd	Tampa	FL	33614
11/01/12	15119	Handi-Capable Guide	10/19/12	250 00	PO Box 421	Grand Rivers	KY	42045
11/02/12	15120	Shnners Hospitals for Children	10/19/12	500 00	1645 West Eighth St	Ene	PA	16505
02/05/13	15121	The Rapuzel Project c/o Spalon of Sara Morns	10/23/12	500 00	5000 East Market St , Suite 21	Warren	OH	44484
11/16/12	15122	Big Brothers & Big Sisters of Mahoning Valley, Inc	10/25/12	500 00	325 North State Street	Girard	OH	44420
10/31/12	15123	Emergency Food Network	10/25/12	500 00	3318 92nd Street S	Lakewood	WA	98499
10/31/12	15124	Oblate Sisters of the Sacred Heart of Jesus	10/25/12	500 00	50 Warner Road	Hubbard	OH	44425
10/31/12	15125	Rescue Mission of Mahoning Valley	10/25/12	250 00	962 Martin Luther King Jr	Youngstown	OH	44510
11/02/12	15126	Second Harvest Food Bank	10/25/12	500 00	7445 Deer Trail Lane	Lorain	OH	44053
11/09/12	15127	Warren Junior Women's League GFWC	10/25/12	1,000 00	9205 Bay Hill Drive	Warren	OH	44484
11/19/12	15128	Community Action Commission of Belmont County	11/05/12	5,000 00	153 1/2 W Main St	St Clairsville	OH	43950
11/14/12	15129	Salvation Army of Belmont	11/05/12	5,000 00	315 37th Street, P O Box 489	Bellaire	OH	43906
01/14/13	15130	Austintown Mat Boosters	11/16/12	100 00	4870 Warwick Dr S	Canfield	OH	44406
11/27/12	15131	Children's Rehabilitation Center	11/16/12	1,000 00	885 Howland Wilson Rd NE	Warren	OH	44484
11/28/12	15132	Dubuque Food Pantry	11/16/12	500 00	1598 Jackson Street, P O Box 1664	Dubuque	IA	52004
12/03/12	15133	Help Hotline Cnsis Center, Inc	11/16/12	300 00	P O Box 46	Youngstown	OH	44501
11/27/12	15134	Oblate Sisters of the Sacred Heart of Jesus	11/16/12	1,000 00	50 Warner Road	Hubbard	OH	44425
11/30/12	15135	Our Lady of Mt Carmel Church	11/16/12	250 00	381 Robbins Avenue	Niles	OH	44446
11/27/12	15136	Our Lady of Mount Carmel Church	11/16/12	5,000 00	343 Via Mt Carmel	Youngstown	OH	44505
12/03/12	15137	Pierce College Foundation	11/16/12	500 00	1601 39th Ave SE	Puyallup	WA	98374
11/28/12	15138	St Edward Pansh	11/16/12	1,000 00	240 Tod Lane	Youngstown	OH	44504
12/31/12	15139	St Rose Catholic Church	11/16/12	5,000 00	48 E Main Street	Girard	OH	44420
12/24/12	15140	Spotsylvania County Government	11/16/12	3,500 00	P O Box 215	Spotsylvania	VA	22553
12/10/12	15141	Ursuline High School	11/16/12	100 00	750 Wick Avenue	Youngstown	OH	44505
12/04/12	15142	Art Outreach Gallery	11/21/12	500 00	PO Box 1343	Warren	OH	44482
12/13/12	15143	Spotsylvania County Government	11/29/12	1,000 00	PO Box 215	Spotsylvania	VA	22553
12/18/12	15144	St Clairsville Saints Club	12/07/12	2,500 00	113 Bellview St	St Clairsville	OH	43950
12/17/12	15145	Second Harvest Food Bank	12/07/12	350 00	2805 Salt Spnngs Road	Youngstown	OH	44509
12/17/12	15146	Johnson Elementary School	12/10/12	200 00	531 Johnson Avenue	Bndgeport	WV	26330
01/09/13	15147	American Red Cross	12/17/12	250 00	1760 Madison Street	Clarksville	TN	37043
01/07/13	15148	Clarksville Montgomery Adult Literacy Council	12/17/12	250 00	430 Greenwood Ave	Clarksville	TN	34040
01/07/13	15149	Cnsis 211 Center	12/17/12	250 00	1778 Ashland City Road	Clarksville	TN	37043
12/27/12	15150	DeBartolo Family Foundation	12/17/12	25,000 00	15436 N Flonda Ave	Tampa	FL	33613
12/31/12	15151	Drug Education Officers of Mahoning Valley	12/17/12	500 00	92 Ohtown	Austintown	OH	44515
12/24/12	15152	Fanconi Anemia Research Fund	12/17/12	1,000 00	1801 Willamette Street, Suite 200	Eugene	OR	97401
01/11/13	15153	Fredricksburg Area Food Bank	12/17/12	250 00	3631 Lee Hill Dr	Fredricksburg	VA	22408
12/24/12	15154	Habitat for Humanity of Montgomery County	12/17/12	500 00	400 Madison Street, P O Box 331	Clarksville	TN	37040
12/26/12	15155	Jewelers Chanty Fund	12/17/12	6,500 00	52 Vanderbilt Avenue, 19th Floor	New York	NY	10017
12/31/12	15156	Mana Café Ministries	12/17/12	500 00	1960 J Madison St	Clarksville	TN	37040
12/31/12	15157	National Child Safety Council	12/17/12	250 00	c/o Niles Police Dept , 15 E State Street	Niles	OH	44446
01/15/13	15158	Ohio Foundation of Independent Colleges	12/17/12	2,500 00	250 East Broad Street	Columbus	OH	43215
12/24/12	15159	SCOPE Inc of Trumbull County Ohio	12/17/12	100 00	220 West Market Street	Warren	OH	44481
12/24/12	15160	Soldiers and Families Embraced	12/17/12	500 00	510 College St	Clarksville	TN	37040
12/31/12	15161	Warren Family Mission	12/17/12	300 00	2671 Youngstown Road SE	Warren	OH	44484
12/31/12	15162	Second Harvest Food Bank	12/19/12	10,000 00	2805 Salt Springs Road	Youngstown	OH	44509
01/02/13	15163	Senior Independence Hospice	12/19/12	1,000 00	6715 Tippecanoe Road Bldg E	Canfield	OH	44406
01/03/13	15164	Dr Gertrude A Barber Center Inc	12/26/12	500 00	150 Barber Place	Ene	PA	16507
01/09/13	15165	Junior Achievement	12/26/12	500 00	4918 Milan Road	Sandusky	OH	44870
01/30/13	15166	Hamson County CASA Program, Inc	01/10/13	500 00	PO Box 1876	Clarksburg	WV	26301
01/23/13	15167	United Way of Hamson County, Inc	01/10/13	200 00	301 West Main St , Suite 608	Clarksburg	WV	26301
01/23/13	15168	Dubuque Museum of Art	01/17/13	200 00	701 Locust Street	Dubuque	IA	52001
02/11/13	15169	Ene Catholic Preparatory School	01/17/13	2,500 00	W 9th Street	Ene	PA	16501
03/18/13	15170	Cabell County Community Services	01/22/13	200 00	724 10th Avenue	Huntington	WV	25701
02/04/13	15171	Crittenton Foundation Inc	01/22/13	250 00	2606 National Road	Wheeling	WV	26003
01/29/13	15172	Greater Wheeling Coalition for the Homeless	01/22/13	300 00	84 Fifteenth Street	Wheeling	WV	26003
01/29/13	15173	The Leukemia & Lymphoma Society	01/22/13	250 00	333 East Carson St , Suite 441	Pittsburgh	PA	15219
01/30/13	15174	Wheeling Health Right	01/22/13	500 00	61 29th Street	Wheeling	WV	26003

Data Entered 2/17/2013

~~Date Printed 2/7/2014~~

Scholarships given in Year Ended March 31, 2013

[illegible]

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE WM. M. & A. CAFARO FAMILY FOUNDATION	31-1550874
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	THE CAFARO COMPANY, 2445 BELMONT AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	YOUNGSTOWN, OH 44504-0186	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**A.M. & F.M. CAFARO, C.S. CAFARO**

- The books are in the care of **2445 BELMONT AVENUE, YOUNGSTOWN, OHIO - 44504-0186**
- Telephone No **(330) 747-2661** 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

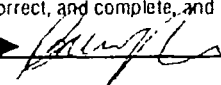
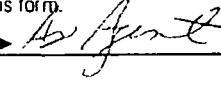
- I request an additional 3-month extension of time until **FEBRUARY 15, 2014**
- For calendar year _____, or other tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

- State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	5,394.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	29,148.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature  Title  Date **10/24/13**

Form 8868 (Rev. 1 2013)