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

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning **May 1**, 2012, and ending **Apr 30**, 2013

Name of foundation Randolph J. and Estelle M. Dorn Foundation Number and street (or P O box number if mail is not delivered to street address) 165 East Washington Row		Room/suite State ZIP code OH 44870	A Employer identification number 23-7099592		
			B Telephone number (see the instructions) (419) 625-8324		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 24,614,035.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		
	4 Dividends and interest from securities	588,363.	588,363.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-73,622.			
	b Gross sales price for all assets on line 6a	5,578,194.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	514,742.	588,364.	RECEIVED	OCT 28 2013	5,200.
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc	5,200.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits			OCT 28 2013	
	16a Legal fees (attach schedule)	1,633.			10,679.
	b Accounting fees (attach sch)	293.			4,513.
	c Other prof fees (attach sch)	86,827.			84,782.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Estimated excise	10,000.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See attached schedule.	13,432.			13,432.
	24 Total operating and administrative expenses. Add lines 13 through 23	217,359.	88,753.		118,606.
25 Contributions, gifts, grants paid	936,774.			936,774.	
26 Total expenses and disbursements. Add lines 24 and 25	1,154,133.	88,753.		1,055,380.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-639,391.				
b Net investment income (if negative, enter -0-)		499,611.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	65,771.	57,296.	57,296.
	2	Savings and temporary cash investments	0.	1.	1.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) <i>I-10b Stmt</i>	24,500,778.	23,869,862.	24,556,738.
	c	Investments – corporate bonds (attach schedule)			
LIABILITIES	11	Investments – land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	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)	24,566,549.	23,927,159.	24,614,035.
NET FUND BALANCES	17	Accounts payable and accrued expenses			
	18	Grants payable	75,500.	102,900.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	75,500.	102,900.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds	24,491,049.	23,824,259.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	24,491,049.	23,824,259.	
	31	Total liabilities and net assets/fund balances (see instructions)	24,566,549.	23,927,159.	

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	24,491,049.
2	Enter amount from Part I, line 27a	2	-639,391.
3	Other increases not included in line 2 (itemize)	3	1.
4	Add lines 1, 2, and 3	4	23,851,659.
5	Decreases not included in line 2 (itemize)	5	27,400.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	23,824,259.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEI Investment Account		P	Various	Various
b SEI Dynamic Asset Allocation Fund - LTCG		P	Various	Various
c SEI Emerging Markets Debt Fund - LTCG		P	Various	Various
d SEI Small/Mid Cap Equity Fund - LTCG		P	Various	Various
e See Columns (a) thru (d)				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 5,508,994.		5,651,816.	-142,822.	
b 28,136.		0.	28,136.	
c 26,554.		0.	26,554.	
d 11,550.		0.	11,550.	
e See Columns (e) thru (h)		0.	2,960.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			-142,822.	
b 0.	0.	0.	28,136.	
c 0.	0.	0.	26,554.	
d 0.	0.	0.	11,550.	
e See Columns (i) thru (l)		0.	2,960.	
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	-73,622.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3	-73,622.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	766,491.	22,436,085.	0.034163
2010	1,128,084.	22,220,833.	0.050767
2009	1,106,910.	20,465,691.	0.054086
2008	722,080.	20,135,409.	0.035861
2007	1,490,009.	27,191,723.	0.054796

- 2 Total of line 1, column (d) **2 0.229673**
- 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 0.045935**
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4 23,083,253.**
- 5 Multiply line 4 by line 3 **5 1,060,329.**
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6 4,996.**
- 7 Add lines 5 and 6 **7 1,065,325.**
- 8 Enter qualifying distributions from Part XII, line 4 **8 1,055,380.**

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1	9,992.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	9,992.
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	9,992.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	12,160.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	12,160.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.
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	2,157.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2,157. Refunded	11	

Part VII-A | Statements Regarding Activities

- 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No
1 a
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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
1 b
- c Did the foundation file **Form 1120-POL** for this year?
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
- 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
- 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
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.
5
- 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
- 7 Did the foundation have at least \$5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*
7
- 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
OH - Ohio
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
8 b
- 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
- 10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*
10

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ► <u>(419) 625-8324</u>	
Located at ► <u>165 East Washington Row, Sandusky, OH ZIP + 4 44870-2610</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►		

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <u> </u>	1 b	X
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?	1 c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	<u>N/A</u>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	3 b	<u>N/A</u>
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

 Yes No Yes No Yes No Yes No Yes No5 b *N/A* Yes No6 b *X* Yes No7 b *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 (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 attached schedule.				

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

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

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

► None

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<u>Flynn, Py & Kruse, LPA</u> <u>165 East Washington Row</u> <u>Sandusky, OH 44870</u>	Legal, administrative and accounting services and tax preparation	122,349.
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

1	<u>N/A</u>	Expenses
2		0.
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.

1	<u>None</u>	Amount
2	<u>None</u>	0.
3	<u>None</u>	0.
All other program-related investments See instructions	►	None
Total. Add lines 1 through 3	►	None

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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	1 a 23,270,400.
b	Average of monthly cash balances	1 b 164,375.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 23,434,775.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 23,434,775.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 351,522.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 23,083,253.
6	Minimum investment return. Enter 5% of line 5	6 1,154,163.

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 1,154,163.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a 9,992.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 9,992.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 1,144,171.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 1,144,171.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 1,144,171.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a 1,055,380.
b	Program-related investments – total from Part IX-B	1 b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,055,380.
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 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,055,380.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,144,171.
2 Undistributed income, if any, as of the end of 2012			312,172.	
a Enter amount for 2011 only				
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012				
a From 2007 0.				
b From 2008 0.				
c From 2009 0.				
d From 2010 0.				
e From 2011 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,055,380.			312,172.	
a Applied to 2011, but not more than line 2a				
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 743,208.				
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 instructions 0.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 400,963.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 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 0.				
b Excess from 2009 0.				
c Excess from 2010 0.				
d Excess from 2011 0.				
e Excess from 2012 0.				

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	► <input type="checkbox"/> N/A		
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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:

M. J. Stauffer

165 East Washington Row

Sandusky

OH 44870

(419) 625-8324

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

No specific form is prescribed.

c Any submission deadlines:

No.

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

Generally, grants are made to organizations treated as public charities operating in Erie County, Ohio. No grants are made to individuals.

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
<i>a Paid during the year</i> See attached schedule.	N/A	See Schedule	See schedule.	936,774.
Total			► 3a	936,774.
<i>b Approved for future payment</i> See attached schedule.	N/A	See Schedule	See schedule.	102,900.
Total			► 3b	102,900.

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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	588,363.	
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	-73,622.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				514,742.	
13 Total. Add line 12, columns (b), (d), and (e)					514,742.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

- 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
 - (2) Other assets

- b Other transactions**

 - (1) Sales of assets to a noncharitable exempt organization**
 - (2) Purchases of assets from a noncharitable exempt organization**
 - (3) Rental of facilities, equipment, or other assets**
 - (4) Reimbursement arrangements**
 - (5) Loans or loan guarantees**
 - (6) Performance of services or membership or fundraising solicitati**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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

- 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

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

Sign
Here


Signature of officer or trustee

19/23/13

President/Trustee
Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self employed	PTIN
	Mary Jane S. Hill	Mary Jane S. Hill	10.12.13		P00093585
	Firm's name ► FLYNN PY AND KRUSE CO LPA	Firm's EIN ► 34-1114934			
Firm's address ► 165 E WASHINGTON ROW				Phone no (419) 625-8324	
	SANDUSKY	OH 44870			

BAA

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<u>Key Bank - Health South Class Action Settlement</u>	P	Various	08/28/12
<u>Key Bank-Countrywide Financial Class Action Settlement</u>	P	Various	01/16/13
<u>Key Bank-Health South Class Action Settlement</u>	P	Various	01/29/13
<u>Bernstein-electronic Data Systems-Class Action Settlement</u>	P	Various	01/18/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
160.		0.	160.
2,558.		0.	2,558.
107.		0.	107.
135.		0.	135.
Total		0.	2,960.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h)) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
0.	0.	0.	160.
0.	0.	0.	2,558.
0.	0.	0.	107.
0.	0.	0.	135.
Total	0.	0.	2,960.

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
EIN: 23-7099592
2012 Form 990PF
Fiscal Year May 1, 2012 - April 30, 2013

SCHEDULES ATTACHED:

Part I, Line 16a - Legal expenses
Part I, Line 16b - Accounting fees
Part I, Line 16c - Other professional fees
Part I, Line 23 - Other expenses

Part II, Line 10 - (b) Investments - Securities

Part IV - Capital Gains and Losses

Part VII-A, Line 8b - Explanation

Part VIII, Line 1 Information about officers, directors, trustees, foundation managers, highly paid employees and contractors

Part XV - (a) Grants and contributions paid during the year
(b) Grants and contributions approved for future payment

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Flynn, Py & Kruse, LPA</u>	<u>Legal Services</u>	<u>12,312.</u>	<u>1,633.</u>		<u>10,679.</u>
Total		<u>12,312.</u>	<u>1,633.</u>		<u>10,679.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Flynn, Py & Kruse</u>	<u>Accounting/Tax Prepara</u>	<u>4,806.</u>	<u>293.</u>		<u>4,513.</u>
Total		<u>4,806.</u>	<u>293.</u>		<u>4,513.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>SEI</u>	<u>Management Fees</u>	<u>62,471.</u>	<u>62,471.</u>		
<u>SEI</u>	<u>Trust Services</u>	<u>3,907.</u>	<u>3,126.</u>		<u>781.</u>
<u>Flynn, Py & Kruse</u>	<u>Other-Adm. Services</u>	<u>105,231.</u>	<u>21,230.</u>		<u>84,001.</u>
Total		<u>171,609.</u>	<u>86,827.</u>		<u>84,782.</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF
F/Y - 5/01/2012 - 04/30/2013

PART I, Line 23

<u>Other expenses:</u>	1. Ohio filing fee	\$ 200.00
	2. Bank wire transfer fees	135.00
	3. Charge for bank checks	76.29
	3. Secretarial/administrative expense	<u>13,021.09</u>
	Total other expenses	<u>\$13,432.38</u>

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION - #23-7099592
Fiscal Year - May 1, 2012 - April 30, 2013

PART II, Line 10b

Investments - Securities:

<u>Description</u>	<u>Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1. SEI Account:			
SEI Dynamic Asset Allocation Fund (CUSIP: 783980683)	101,768.057	\$1,068,505.98	\$1,260,906.23
SEI Large Cap Disciplined Equity Fund (SCPAX) (CUSIP #783980824)	493,489.543	5,809,160.71	6,351,210.42
SEI Small/Mid Cap Equity Fund (SSMAX) (CUSIP #783980816)	120,096.393	1,463,210.71	1,814,656.50
Siit Asset Real Return Fund (CUSIP #783980667)	249,096.874	2,441,532.82	2,324,073.83
SEI Core Fixed Income Fund #285 (SCOAX) (CUSIP #783980204)	188,363.135	1,936,824.09	2,023,020.07
SEI Institutional Investment Trust High Yield Bond Fund (SGYAX) (CUSIP #783980303)	117,791.777	1,085,346.02	1,188,519.03
SEI Siit Opportunistic Income Fund-A (CUSIP #783980717)	144,834.414	1,180,962.10	1,194,883.92
Siit Real Return Class A (CUSIP #783980733)	71,452.433	774,047.89	713,809.81
Siit Emerging Markets Debt Fund (SEDAX) (CUSIP #783980758)	76,133.812	829,643.59	887,720.25
Siit World Equity Ex-US Fund (WEUSX) (CUSIP #783980774)	359,854.078	4,420,182.48	4,221,088.33
SEI Offshore Opportunity Fund (CUSIP #999999OP24)	2,661.391	2,672,757.76	2,497,539.27
2. First Citizens Banc Corp Common stock	11,000.00	<u>187,687.50</u>	<u>79,310.00</u>
Total Securities		<u>\$23,869,861.65</u>	<u>\$24,556,737.66</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2012 FORM 990-PF

PART VII-A - Statements Regarding Activities

Line 8b -

Pursuant to changes in the Administrative Rules and Regulations of the Ohio Charitable Trust Act, a copy of the Foundation's Form 990-PF is not being furnished to the Attorney General of the State of Ohio. Instead, as required by the Ohio Charitable Trust Act, the Foundation has filed a "Charitable Registration Annual Report" for its fiscal year ending April 30, 2013 with the Ohio Attorney General's Office.

PART VIII, Line 1

Officers, directors, trustees, foundation managers and their compensation:

(A) <u>Name and Address</u>	(B) Title and Average hours per week Devoted to Position	(C) Contributions to employee benefit plans	(D) Expense acct. other allowances	(E) Compensation	
				President	Trustee
M. J. Stauffer 165 East Washington Row Sandusky, Ohio 44870	President Trustee Part time		None	None	None
David F. Reid 1021 Roy Drive Lakewood, OH 44107	Vice President Trustee Part time		None	None	2,600.00
Mary Jane Hill 165 East Washington Row Sandusky, Ohio 44870	Vice President/ Secretary/Trustee Part time		None	None	None
Bobbie J. Hummel 7309 West Mason Road Sandusky, Ohio 44870	Treasurer Trustee Part time		None	None	None
John O. Bacon P. O. Box 574 Sandusky, Ohio 44871	Trustee		None	None	2,600.00

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2012 FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 1):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
American Red Cross Firelands Chapter 300 Central Avenue Sandusky, Ohio 44870	Public Charity	Services to Erie County Armed Forces members and families	\$7,500.00
Back to the Wild 4504 Bardshar Road P. O. Box 423 Castalia, Ohio 44824	Public Charity	General Operating	5,000.00
Big Brothers Big Sisters of Erie-Seneca Counties 904 W. Washington Street Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
Boys and Girls Club of Sandusky P. O. Box 626 Sandusky, Ohio 44870	Public Charity	General Operating	10,000.00
Boy Scouts of America Heart of Ohio Council P. O. Box 368 Ashland, Ohio 44805	Public Charity	"At-Risk" Scoutreach programs in Erie County	5,000.00
Budget Meals Inc. 67 Clairedan Drive Powell, Ohio 43065	Public Charity	Budget Meals program	500.00
Cancer Services of Erie County 505 East Perkins Avenue Sandusky, Ohio 44870	Public Charity	Transportation Program	10,000.00
Care and Share of Erie County 241 Jackson Street Sandusky, Ohio 44870	Public Charity	For operations	7,500.00
Cleveland Museum of Natural History 1 Wade Oval Drive University Circle Cleveland, Ohio 44106-1767	Public Charity	General Operating	6,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 2):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Erie County Board of Commissioners Adm. Agent for Erie County Family & Children First Council 2900 Columbus Avenue Sandusky, Ohio 44870	Government Entity	Research regarding Erie Erie County preschool students	\$2,750.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	Economic development in Erie County for 2012	15,000.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	RISE Program	9,000.00
Erie County Metropolitan Housing Authority 322 Warren Street Sandusky, Ohio 44870	Government Entity	Bayshore Towers Resident Services Program	5,000.00
Erie Shore Network Inc. 326 East Market Street Sandusky, Ohio 44870	Public Charity	EHOVE basic computer class for disabled members	3,500.00
Firelands Christian Academy P. O. Box 334 Sandusky, Ohio 44870	Public Charity	Tuition Assistance	2,500.00
Firelands Habitat for Humanity P. O. Box 308 Huron, Ohio 44839870	Public Charity	Sandusky home construction	5,000.00
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	Support for 2012-2013 Season	50,000.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	2013 Caddyshack Golf Open	1,500.00
Friends of the Sandusky City Greenhouse 118 46 th Street Sandusky, Ohio 44870	Public Charity	Healing Pathways of Hayes Avenue Landscape Project	2,183.52

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 3):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
The Gathering Place 800 Sharon Drive Westlake, Ohio 44145	Public Charity	General Operating	15,000.00
Girl Scouts of Northeast Ohio One Girl Scout Way Macedonia, OH 44056	Public Charity	General Operating	5,000.00
Goodwill Industries of Erie, Huron, Ottawa and Sandusky Counties 419 W. Market Street Sandusky, Ohio 44870	Public Charity	Repair/resurface back half of Market Street parking lot	7,200.00
Hayes Presidential Museum Spiegel Grove Fremont, OH 43420	Public Charity	Monthly newsletter and Gateway to the Future video	10,000.00
Historic Lyme Village P. O. Box 342 5001 St. Rt. 4 Bellevue, Ohio 44811	Public Charity	Exterior repairs to Wright Mansion	7,500.00
Huron Playhouse Inc. 304 Williams St., Suite F Huron, Ohio 44839	Public Charity	General Operating	25,000.00
Junior Achievement of Northwestern Ohio Erie County Division 4918 Milan Road Sandusky, Ohio 44870	Public Charity	Operating expenses	5,000.00
KinShip 3920 Perkins Avenue Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870	Public Charity	General Operating	7,500.00
Maritime Museum of Sandusky 125 Meigs Street Sandusky, Ohio 44870	Public Charity	Expansion Project	25,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 4):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Museum of Carousel Art and History 301 Jackson Street Sandusky, Ohio 44870	Public Charity	The Follies: Four Seasons	2,500.00
New Day Family Resource Center 1135 Warren Street Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
Ohio Foundation of Independent 250 E. Broad Street Suite 1700 Columbus, Ohio 43215	Public Charity	College scholarships fbo students residing in Erie County, Ohio	5,000.00
Ohio State University Extension 2900 South Columbus Avenue Sandusky, Ohio 44870	Government Entity	Erie County 4-H Programs	2,750.00
Safe Harbour Domestic Violence Shelter P. O. Box 2616 Sandusky, Ohio 44870	Public Charity	First Response Program/ Violence No More Program	20,000.00
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	General Operating	500.00
Sts. Peter & Paul Catholic Church 510 Columbus Avenue Sandusky, Ohio 44870	Public Charity	General Operating	6,000.00
Sandusky Area YMCA 2101 W Perkins Avenue Sandusky, Ohio 44870	Public Charity	Capital Needs	10,000.00
Sandusky Area YMCA 2101 W Perkins Avenue Sandusky, Ohio 44870	Public Charity	William J. Parker Fitness Center Roof Replacement	13,890.00
Sandusky Bay Rowing Association P. O. Box 503 Sandusky, Ohio 44870	Public Charity	Equipment and U.S. Rowing Membership insurance	3,800.00
Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Baseball Field	40,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 5):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Annual Community Safety Celebration	2,500.00
Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Summer Team Camp for Sandusky High School Boys' Basketball program	1,600.00
Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Osborne School playground equipment	8,000.00
Sandusky Central Catholic School Public Charity 410 West Jefferson Street Sandusky, Ohio 44870		Technology Upgrade	4,500.00
Sandusky Concert Association P. O. Box 1537 Sandusky, Ohio 44870	Public Charity	Support for 2012/2013 Season	5,000.00
Sandusky Cultural Center 2130 Hayes Avenue Sandusky, Ohio 44870	Government Entity	Operating Support	10,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2012 Community Competitive Grants	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2013 Community Competitive Grants	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Establishment of Special Donor Advised Fund	200,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Collection Development	25,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Early Learning Initiative	10,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 6):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Digital Media initiative	25,000.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	General operating	25,000.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	One-half engineering study of East Water Street property	4,100.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	One-half option price of East Water Street property	5,000.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	2013 Season - Downtown maintenance worker	3,000.00
Sandusky State Theatre 107 Columbus Avenue Sandusky, Ohio 44870	Public Charity	For general operating expenses	112,500.00
Second Harvest Food Bank of North Central Ohio 7445 Deer Trail Lane Lorain, Ohio 44053	Public Charity	General Operating/ Harvest for Hunger Program to benefit Erie County residents	2,500.00
Stella Marris 1320 Washington Avenue Cleveland, Ohio 44113	Public Charity	For operations	10,000.00
Stein Hospice 1200 Sycamore Line Sandusky, Ohio 44870	Public Charity	Charity Care Program	10,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 7):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
United Way of Erie County, Inc. 416 Columbus Avenue Sandusky, Ohio 44870	Public Charity	2012-2013 Annual Campaign	15,000.00
Victory Temple Soup Kitchen 1613 Hayes Avenue Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	Grant writing program	15,000.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	Volunteer Program Recruiting/ matching	6,000.00
Volunteers of America 1843 Superior Street Sandusky, Ohio 44870	Public Charity	Food program for 2012 Christmas Season	7,500.00
Total grants and contributions paid during the year			<u>\$936,773.52</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2011 FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT (Page 1)

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Care and Share of Erie County Public Charity 241 Jackson Street Sandusky, Ohio 44870		For Operations	\$22,500.00
Friends of the Sandusky Greenhouse 118 46 th Street Sandusky, Ohio 44870	Public Charity	2013 Sidewalk Planter Project	400.00
Safe Harbour Domestic Violence Shelter P. O. Box 2616 Sandusky, Ohio 44870	Public Charity	First Response Program/ Violence No More Program	20,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2013 Competitive Grants	25,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Early Learning Initiative	10,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Digital Media Initiative	<u>25,000.00</u>
Total grants and contributions approved for future payment			<u>\$102,900.00</u>

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box



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

Do not complete Part II unless you have already been granted an automatic 3-month extention 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	Name of exempt organization or other filer, see instructions Randolph J. and Estelle M. Dorn Foundation	Employer identification number (EIN) or 23-7099592
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 165 East Washington Row	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Sandusky	OH 44870

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-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 (section 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 ► M. J. Stauffer -----

Telephone No ► (419) 625-8324 ----- 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 Dec 16 , 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 May 1 , 20 12 , and ending Apr 30 , 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

3 a 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	3 a \$ 9,992.
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	3 b \$ 12,160.
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	3 c \$ 0.

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