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 07/01 **, 2012, and ending** 06/30 **, 20**13

Name of foundation
AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

A Employer identification number 34-1845584

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2719 FULTON DRIVE N.W., SUITE D

B Telephone number (see instructions) (330) 580-2380

City or town, state, and ZIP code
CANTON, OH 44718

C If exemption application is pending, check here ▶ [ ]

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

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

H Check type of organization [X] 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)* ▶ $ 7,410,543.

J Accounting method [ ] Cash [X] Accrual [ ] Other (specify) ________
(Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,475.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	231,968.	231,968.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	258,555.			
	b Gross sales price for all assets on line 6a 1,488,139.				
	7 Capital gain net income (from Part IV, line 2)		258,555.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1		-34,028.		
	12 **Total.** Add lines 1 through 11	491,998.	456,495.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	52,160.	16,040.		36,120.
	14 Other employee salaries and wages	19,688.	1,969.		17,719.
	15 Pension plans, employee benefits	5,678.	1,378.		4,300.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	9,879.			9,879.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	8,596.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	18,316.	3,846.		14,470.
	21 Travel, conferences, and meetings	867.			867.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	53,944.	30,508.		23,436.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	169,128.	53,741.		106,791.
	25 Contributions, gifts, grants paid	360,335.			324,058.
	26 **Total expenses and disbursements** Add lines 24 and 25	529,463.	53,741.	0	430,849.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-37,465.			
	b **Net investment income** (if negative, enter -0-)		402,754.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	59,705.	2,275.	2,275.
	2 Savings and temporary cash investments	194,425.	63,774.	63,774.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	500.		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	3,468,549.	3,819,563.	3,819,563.
	c Investments - corporate bonds (attach schedule) ATCH 6	1,983,394.	2,036,526.	2,036,526.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7	1,355,613.	1,488,395.	1,488,395.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 8)	10.	10.	10.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,062,196.	7,410,543.	7,410,543.
Liabilities	17 Accounts payable and accrued expenses	3,493.	4,066.	
	18 Grants payable	91,479.	127,756.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	94,972.	131,822.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	6,967,224.	7,278,721.	
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	6,967,224.	7,278,721.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,062,196.	7,410,543.	

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	6,967,224.
2 Enter amount from Part I, line 27a	2	-37,465.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,929,759.
5 Decreases not included in line 2 (itemize) ▶ ATCH 9	5	-348,962.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,278,721.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	258,555.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	604,132.	6,920,763.	0.087293
2010	384,505.	7,627,947.	0.050407
2009	422,620.	7,320,434.	0.057732
2008	597,017.	6,868,754.	0.086918
2007	457,809.	9,267,062.	0.049402

2 **Total** of line 1, column (d)	2	0.331752
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	0.066350
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,270,801.
5 Multiply line 4 by line 3	5	482,418.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,028.
7 Add lines 5 and 6	7	486,446.
8 Enter qualifying distributions from Part XII, line 4	8	430,849.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	8,055.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	8,055.
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	8,055.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,270.		
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 TAX PAID W/ O.R. 1,785.		7	8,055.
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	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 10	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ SEE FEDERAL FOOTNOTE			
14	The books are in care of ▶ AUSTIN-BAILEY HEALTH & WELLN Telephone no ▶ 330-580-2380 Located at ▶ 2719 FULTON DRIVE N.W. SUITE D CANTON, OH ZIP+4 ▶ 44718			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		52,160.	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GRANT TO PRESCRIPTION ASSISTANCE NETWORK FOR PRESCRIPTION ACCESS & ASSISTANCE FOR LOW INCOME PEOPLE.	50,000.
2 GRANT TO SOCIETY FOR EQUAL ACCESS TO PROVIDE TRANSPORTATION FOR DIALYSIS.	30,000.
3 GRANT TO FAITH IN ACTION OF WESTERN STARK COUNTY TO PROVIDE ELDER-CARE.	27,500.
4 GRANT TO SPRINGHAVEN FOR AN ELECTRONIC RECORDS SYSTEM.	22,500.

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,345,945.
b	Average of monthly cash balances	1b	35,569.
c	Fair market value of all other assets (see instructions)	1c	10.
d	**Total** (add lines 1a, b, and c)	1d	7,381,524.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,381,524.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	110,723.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,270,801.
6	**Minimum investment return.** Enter 5% of line 5	6	363,540.

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	363,540.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,055.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,055.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	355,485.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	355,485.
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	355,485.

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	430,849.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	430,849.
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	430,849.

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				355,485.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... 4,439.				
b From 2008 ... 258,133.				
c From 2009 ... 58,036.				
d From 2010 ... 8,315.				
e From 2011 ... 274,788.				
f **Total** of lines 3a through e	603,711.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 430,849.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				355,485.
e Remaining amount distributed out of corpus	75,364.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	679,075.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	4,439.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	674,636.			
10 Analysis of line 9				
a Excess from 2008 ... 258,133.				
b Excess from 2009 ... 58,036.				
c Excess from 2010 ... 8,315.				
d Excess from 2011 ... 274,788.				
e Excess from 2012 ... 75,364.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

ATCH 12

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

SEE ATTACHED BROCHURE

c Any submission deadlines

PRIOR TO MARCH AND SEPTEMBER GRANT REVIEW MEETINGS

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

SEE ATTACHED BROCHURE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				324,058.
b *Approved for future payment*				
ATCH 14				
Total . . . . ▶ **3b**				36,277.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	231,968.	
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	258,555.	
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)				490,523.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 490,523.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — July 28, 2015 — Date — Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
S. FRANKLIN ARNER, CPA		JUL 23 2015		P00190524

Firm's name ▶ HALL, KISTLER & COMPANY LLP — Firm's EIN ▶ 34-0715770

Firm's address ▶ 220 MARKET AVENUE SOUTH - SUITE 700 CANTON, OH 44702-2100 — Phone no 330-453-7633

Form **990-PF** (2012)

JSA

2E1493 1 000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		140 SHS LAUDER ESTEE PROPERTY TYPE: SECURITIES				P	05/23/2012	07/09/2012
7,447.		7,542.					-95.	
		206 SHS QUALCOMM PROPERTY TYPE: SECURITIES				P	03/21/2012	07/09/2012
11,370.		13,599.					-2,229.	
		32 SHS CHIPOTLE PROPERTY TYPE: SECURITIES				P	03/22/2012	07/24/2012
9,641.		13,331.					-3,690.	
		140 SHS CERNER PROPERTY TYPE: SECURITIES				P	03/21/2012	07/30/2012
10,337.		10,655.					-318.	
		34 SHS CERNER PROPERTY TYPE: SECURITIES				P	04/26/2012	07/30/2012
2,511.		2,525.					-14.	
		210 SHS STARBUCKS PROPERTY TYPE: SECURITIES				P	05/22/2012	07/31/2012
9,579.		11,330.					-1,751.	
		70 SHS STARBUCKS PROPERTY TYPE: SECURITIES				P	06/19/2012	07/31/2012
3,193.		3,881.					-688.	
		40 SHS VMWARE PROPERTY TYPE: SECURITIES				P	03/21/2012	08/31/2012
3,550.		4,384.					-834.	
		8 SHS INTUITIVE SURGICAL PROPERTY TYPE: SECURITIES				P	03/22/2012	09/11/2012
3,929.		4,253.					-324.	
		35 SHS PRAXAIR PROPERTY TYPE: SECURITIES				P	03/22/2012	09/11/2012
3,736.		3,884.					-148.	
		85 SHS DANAHER PROPERTY TYPE: SECURITIES				P	03/21/2012	09/12/2012
4,655.		4,637.					18.	
		30 SHS RALPH LAUREN PROPERTY TYPE: SECURITIES				P	03/22/2012	09/12/2012
4,745.		5,270.					-525.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		175 SHS PATTERSON PROPERTY TYPE: SECURITIES				P	03/21/2012	09/13/2012
6,039.		5,599.					440.	
		45 SHS NIKE PROPERTY TYPE: SECURITIES				P	03/21/2012	09/21/2012
4,349.		5,018.					-669.	
		40 SHS PRAXAIR PROPERTY TYPE: SECURITIES				P	03/22/2012	09/21/2012
4,324.		4,438.					-114.	
		30 SHS PRAXAIR PROPERTY TYPE: SECURITIES				P	04/27/2012	09/21/2012
3,243.		3,506.					-263.	
		7 SHS APPLE PROPERTY TYPE: SECURITIES				P	03/22/2012	09/27/2012
4,715.		4,213.					502.	
		69 SHS DISCOVERY COMM PROPERTY TYPE: SECURITIES				P	03/21/2012	09/27/2012
4,065.		3,311.					754.	
		65 SHS NIKE PROPERTY TYPE: SECURITIES				P	03/21/2012	10/03/2012
6,134.		7,249.					-1,115.	
		37 SHS NIKE PROPERTY TYPE: SECURITIES				P	07/18/2012	10/03/2012
3,492.		3,468.					24.	
		80 SHS VMWARE PROPERTY TYPE: SECURITIES				P	03/21/2012	10/12/2012
7,047.		8,767.					-1,720.	
		42 SHS VMWARE PROPERTY TYPE: SECURITIES				P	05/24/2012	10/12/2012
3,700.		3,938.					-238.	
		106 SHS STARWOOD HOTELS PROPERTY TYPE: SECURITIES				P	09/06/2012	10/25/2012
5,497.		6,008.					-511.	
		128 SHS EXPRESS PROPERTY TYPE: SECURITIES				P	09/11/2012	11/13/2012
6,650.		7,905.					-1,255.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65 SHS EXPRESS PROPERTY TYPE: SECURITIES				P	09/12/2012	11/13/2012
3,377.		4,043.					-666.	
		58 SHS EXPRESS PROPERTY TYPE: SECURITIES				P	09/27/2012	11/13/2012
3,013.		3,701.					-688.	
		227 SHS WELLS FARGO PROPERTY TYPE: SECURITIES				P	08/23/2012	01/09/2013
7,924.		7,713.					211.	
		118 SHS WELLS FARGO PROPERTY TYPE: SECURITIES				P	08/23/2012	01/10/2013
4,167.		4,009.					158.	
		175 SHS PATTERSON PROPERTY TYPE: SECURITIES				P	03/21/2012	01/14/2013
6,228.		5,599.					629.	
		8 SHS APPLE PROPERTY TYPE: SECURITIES				P	03/22/2012	01/17/2013
4,022.		4,814.					-792.	
		11 SHS GOOGLE PROPERTY TYPE: SECURITIES				P	03/21/2012	01/22/2013
7,683.		7,007.					676.	
		25 SHS WHOLE FOODS MKT PROPERTY TYPE: SECURITIES				P	03/21/2012	01/28/2013
2,407.		2,099.					308.	
		17 SHS MASTERCARD PROPERTY TYPE: SECURITIES				P	03/21/2012	01/29/2013
8,824.		7,175.					1,649.	
		97 SHS LOWES PROPERTY TYPE: SECURITIES				P	08/31/2012	02/15/2013
3,776.		2,769.					1,007.	
		25 SHS APPLE PROPERTY TYPE: SECURITIES				P	03/22/2012	03/01/2013
10,878.		15,045.					-4,167.	
		22 SHS INTUITIVE SURGICAL PROPERTY TYPE: SECURITIES				P	03/22/2012	03/15/2013
10,258.		11,695.					-1,437.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		53 SHS DISCOVERY COMM PROPERTY TYPE: SECURITIES				P	03/21/2012	04/05/2013
4,154.		2,543.					1,611.	
		6 SHS GOOGLE PROPERTY TYPE: SECURITIES				P	03/21/2012	04/09/2013
4,668.		3,822.					846.	
		71 SHS PARKER HANNIFIN PROPERTY TYPE: SECURITIES				P	01/14/2013	04/09/2013
6,374.		6,312.					62.	
		40 SHS CF INDUSTRIES PROPERTY TYPE: SECURITIES				P	03/21/2012	04/16/2013
7,067.		7,388.					-321.	
		75 SHS EDWARDS LIFESCIENCE PROPERTY TYPE: SECURITIES				P	04/03/2013	04/25/2013
4,931.		6,263.					-1,332.	
		93 SHS DANAHER PROPERTY TYPE: SECURITIES				P	03/21/2012	05/03/2013
5,646.		5,074.					572.	
		100 SHS NATIONAL OILWELL PROPERTY TYPE: SECURITIES				P	07/19/2012	05/13/2013
6,715.		7,054.					-339.	
		39 SHS ROPER INDS PROPERTY TYPE: SECURITIES				P	03/21/2012	05/14/2013
4,763.		3,880.					883.	
		72 SHS SCHLUMBERGER PROPERTY TYPE: SECURITIES				P	03/21/2012	05/14/2013
5,549.		5,335.					214.	
		72 SHS DANAHER PROPERTY TYPE: SECURITIES				P	03/21/2012	06/06/2013
4,312.		3,928.					384.	
		180 SHS FACEBOOK PROPERTY TYPE: SECURITIES				P	10/03/2012	06/06/2013
4,106.		3,988.					118.	
		70 SHS FACEBOOK PROPERTY TYPE: SECURITIES				P	11/29/2012	06/06/2013
1,597.		1,918.					-321.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		237 SHS PULTE GROUP PROPERTY TYPE: SECURITIES				P	09/06/2012	06/25/2013
4,515.		3,444.					1,071.	
		290 SHS UNILEVER PROPERTY TYPE: SECURITIES				P	10/12/2009	01/18/2013
11,209.		8,723.					2,486.	
		202 SHS SAFEWAY PROPERTY TYPE: SECURITIES				P	01/31/2013	03/13/2013
4,848.		3,861.					987.	
		184 SHS SAFEWAY PROPERTY TYPE: SECURITIES				P	01/31/2013	04/10/2013
4,746.		3,517.					1,229.	
		165 SHS SAFEWAY PROPERTY TYPE: SECURITIES				P	01/31/2013	06/19/2013
3,951.		3,154.					797.	
		PABRAI INVESTMENT FUND 3 LP UNITS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
715,501.		400,000.					315,501.	
		CUNDHILL GLOBAL VALUE LP UNITS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
476,982.		525,000.					-48,018.	
TOTAL GAIN(LOSS)							258,555.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE CAMPBELL FUND TRUST (94-6260018)		6,806.
CUNDILL GLOBAL VALUE LP (43-1691933)		-40,834.
TOTALS		-34,028.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
VAR SERVICES INCL AUDIT & TAX	9,879.			9,879.
TOTALS	9,879.			9,879.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ATTORNEY GENERAL FILING FEES	200.
EXCISE TAX	8,396.
TOTALS	8,596.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	8,945.	89.	8,856.
INSURANCE	5,917.	1,243.	4,674.
BOARD OF TRUSTEES EXPENSE	4,011.	842.	3,169.
SUPPLIES	6,874.	137.	6,737.
INVESTMENT FEES	28,197.	28,197.	
TOTALS	53,944.	30,508.	23,436.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO		3,468,549.	3,819,563.	3,819,563.
	TOTALS	3,468,549.	3,819,563.	3,819,563.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO		1,983,394.	2,036,526.	2,036,526.
	TOTALS	1,983,394.	2,036,526.	2,036,526.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER ALTERNATIVE INVESTMENTS	1,355,613.	1,488,395.	1,488,395.
TOTALS	1,355,613.	1,488,395.	1,488,395.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DEPOSIT-BUREAU OF WORKERS COMP	10.	10.	10.
TOTALS	10.	10.	10.

ATTACHMENT 9

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

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS REPORTED AT FAIR VALUE		-348,962.
	TOTAL	-348,962.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS ATTACHMENT 10

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
VARIOUS 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718		1,475.
TOTAL CONTRIBUTION AMOUNTS		1,475.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
DON A SULTZBACH 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	EXECUTIVE DIRECTOR 16.00	40,160.	0	0
PETER KOPKO 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TREASURER 4.00	12,000.	0	0
ELTON D LEHMAN DO 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
DANIEL N MORETTA DO 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
JOHN L MUHLBACH JR 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	CHAIRMAN 1.00	0	0	0
VIRGINIA R NEUTZLING 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	SECRETARY 1.00	0	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
FREDERICK W ROHRIG 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
SCOTT P SANDROCK 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
THOMAS F TURNER 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
DAVID A MILLER 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
DIANE K JARRETT 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
EUGENE A THORN III 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
DANIEL J FULINE 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	TRUSTEE 1.00	0	0	0
CHARLES R CONKLIN DO 2719 FULTON DRIVE N.W., SUITE D CANTON, OH 44718	VICE CHAIRMAN 1.00	0	0	0
	GRAND TOTALS	52,160.		

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DON SULTZBACH
2719 FULTON DRIVE N.W., SUITE D
CANTON, OH 44718
330-580-2380

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TUSCARAWAS CLINIC FOR THE WORKING UNINSURED 614 TUSCARAWAS AVENUE DOVER, OH 44622	NOT APPLICABLE PUBLIC CHARITY	PARTIAL FUNDING OF PART-TIME NURSE PRACTIONER	15,000.
WALSH UNIVERSITY 2020 EASTON STREET NW CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
MALONE COLLEGE 515 25TH STREET N W CANTON, OH 44709	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
STARK STATE TECHNICAL COLLEGE 6200 FRANK AVE NW NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
KENT STATE UNIVERSITY - STARK CAMPUS 6000 FRANK AVENUE NW NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
KENT STATE UNIVERSITY - TUSCARAWAS CAMPUS 330 UNIVERSITY DR NE NEW PHILADELPHIA, OH 44663	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	5,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OU COLLEGE OF OSTEOPATHIC MEDICINE GROSVENOR HALL ATHENS, OH 45701	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	11,000.
MISCELLANEOUS MATCHING GRANTS MISCELLANEOUS CANTON, OH 44702	NOT APPLICABLE PUBLIC CHARITY	MISCELLANEOUS	3,855.
AULTMAN COLLEGE 2600 SIXTH STREET SW CANTON, OH 44710	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
THE SALVATION ARMY 143 FIRST STREET PO BOX 276 MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	PURCHASE FOOD FOR A SOUP KITCHEN PROGRAM	15,000.
WESTERN STARK FREE CLINIC, INC 820 AMHERST ROAD NE MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	SUPPORT THE FREE DENTAL PROGRAM INCLUDING DENTIST/ASSISTANT/SUPPLIES	10,000.
CANTON CITY HEALTH DEPARTMENT 420 MARKET AVENUE, NORTH CANTON, OH 44702	NOT APPLICABLE PUBLIC CHARITY	CARDIOVASCULAR DISEASE PREVENTION SCREENING AND CLINIC	1,479

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILOMATHEON SOCIETY OF THE BLIND INC. 2701 TUSCARAWAS ST W CANTON, OH 44708	NOT APPLICABLE PUBLIC CHARITY	TO PROVIDE EYEGLASSES TO THOSE IN NEED	10,000.
PRESCRIPTION ASSISTANCE NETWORK OF STARK COUNTY 408 NINTH ST SW CANTON, OH 44707	NOT APPLICABLE PUBLIC CHARITY	FUND GENERAL OPERATION OF PAN'S CHARITABLE PHARMACY	25,000
SPRINGHAVEN 15550 DURSTINE ROAD DUNDEE, OH 44624	NOT APPLICABLE PUBLIC CHARITY	PURCHASE VEHICLE TO TRANSPORT ADULT AMISH RESIDENTS OF FACILITY TO AND FROM WORK IN 4 COUNTIES	22,500.
CHILDREN'S DYSLEXIA CENTER 836 MARKET AVENUE N. CANTON, OH 44702-1021	NOT APPLICABLE PUBLIC CHARITY	DYSLEXIA REMEDIATION PROGRAM	15,000
WESTERN STARK FREE CLINIC, INC 820 AMHERST ROAD NORTHEAST MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	OPERATING SUPPORT OF MEDICAL CLINIC FOR LOW-INCOME STARK COUNTY	15,000.
UNIVERSITY OF MOUNT UNION 1972 CLARK AVENUE ALLIANCE, OH 44601	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS OF STARK COUNTY 408 9TH ST SW CANTON, OH 44707	NOT APPLICABLE PUBLIC CHARITY	RAPE CRISIS PROGRAM	10,000.
FAITH IN ACTION OF WESTERN STARK COUNTY 412 LINCOLN WAY E MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	ELDER-CARE	27,500.
HABITAT FOR HUMANITY OF GREATER STARK COUNTY 1400 RAFF RD SW CANTON, OH 44710	NOT APPLICABLE PUBLIC CHARITY	HANDICAPPED HOUSING	6,250.
HORIZONS OF TUSC AND CARROLL COUNTIES 220 W 4TH ST DOVER, OH 44622	NOT APPLICABLE PUBLIC CHARITY	CARETRACKER SYSTEM TO TRACK DD INDIVIDUALS IN THEIR GROUP HOMES	17,750.
PATHWAY CARING FOR CHILDREN 4895 DRESSLER RD NW NORTH CANTON, OH 44718	NOT APPLICABLE PUBLIC CHARITY	PATH TO WELLNESS PROGRAM OF SOCIAL, FITNESS, AND INDEPENDENT LIVING SKILLS.	5,000.
PEGASUS FARM 7490 EDISON ST NE HARTVILLE, OH 44632	NOT APPLICABLE PUBLIC CHARITY	VETERAN'S EQUINE THERAPY	11,030.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY FOR EQUAL ACCESS 1458 5TH ST NW NEW PHILADELPHIA, OH 44663	NOT APPLICABLE PUBLIC CHARITY	TRANSPORTATION FOR DIALYSIS PATIENTS	30,000.
WINDOWS OF HOPE GENETICS INFO CENTER 4877 OLDE PUMP ST WALNUT CREEK, OH 44687	NOT APPLICABLE PUBLIC CHARITY	AMISH HEART TESTING FOR GENETIC DISORDERS.	12,500.
JR COLEMAN 2213 14TH ST NE CANTON, OH 44705	NOT APPLICABLE PUBLIC CHARITY	NUTRITION OUTREACH/FARMERS MARKET	3,500.
STEPS AT LIBERTY CENTER 104 SPINK STREET GAULT LIBERTY CENTER WOOSTER, OH 44691	NOT APPLICABLE PUBLIC CHARITY	REDUCE TEEN DATING VIOLENCE	10,000.
TUSCARAWAS COUNTY CHILD ADVOCACY CENTER 152 2ND ST NE NEW PHILADELPHIA, OH 44663	NOT APPLICABLE PUBLIC CHARITY	OPS SUPPORT FOR ADVOCACY PROGRAM	8,500.
YMCA OF WESTERN STARK COUNTY 131 1448 MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	SCHOLARSHIPS/FREE MEMBERSHIPS	5,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEALS ON WHEELS/STARK AND WAYNE 2363 NAVE RD SE MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	EQUIPMENT REPAIRS FOR THE BOILER AND COOLER.	4,194.
		TOTAL CONTRIBUTIONS PAID	324,058.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OU COLLEGE OF OSTEOPATHIC MEDICINE GROSVENOR HALL ATHENS, OH 45701	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	11,000
GRANTS ACCRUED IN PRIOR YEAR, PAID CURRENT YEAR MISCELLANEOUS CANTON, OH 44702	NOT APPLICABLE PUBLIC CHARITY	MISCELLANEOUS	-91,479.
PRESCRIPTION ASSISTANCE NETWORK 408 NINTH ST SW CANTON, OH 44707	NOT APPLICABLE PUBLIC CHARITY	MEDICATION ACCESS AND CHARITABLE PHARMACY	25,000.
MALONE UNIVERSITY 2600 CLEVELAND AVE NW CANTON, OH 44709	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	6,000.
STARK STATE COLLEGE 6200 FRANK AVE NW NORTH CANTON, OH 44720	NOT APPLICABLE. PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
UNIVERSITY OF MOUNT UNION 1972 CLARK AVENUE ALLIANCE, OH 44601	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WALSH UNIVERSITY 2020 EAST MAPLE STREET NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
KENT STATE UNIVERSITY - TUSCARAWAS CAMPUS 330 UNIVERSITY DR NE NEW PHILADELPHIA, OH 44663	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	3,000.
KENT STATE UNIVERSITY - STARK CAMPUS 6000 FRANK AVENUE NW NORTH CANTON, OH 44720	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
AULTMAN COLLEGE 2600 SIXTH STREET SW CANTON, OH 44710	NOT APPLICABLE PUBLIC CHARITY	MEDICAL TRAINING SCHOLARSHIPS	4,000.
GOLDEN KEY CTR FOR EXCEPTIONAL CHILDREN 1431 30TH ST NW CANTON, OH 44709	NOT APPLICABLE PUBLIC CHARITY	SUPPORT DAYCARE PROGRAM FOR SPECIAL NEEDS CHILDREN	20,000.
MEALS ON WHEELS/STARK AND WAYNE 2363 NAVE RD SE MASSILLON, OH 44646	NOT APPLICABLE PUBLIC CHARITY	SUPPORT MEAL SERVICE TO HOMEBOUND AND NUTRITIONALLY AT RISK INDIVIDUALS	3,806.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUOTA INTERNATIONAL OF MASSILLON PO BOX 81 MASSILLON, OH 44648	NOT APPLICABLE PUBLIC CHARITY	ASSIST DEAF AND HARD OF HEARING.	18,950
REFUGE OF HOPE 405 3RD ST NE CANTON, OH 44702	NOT APPLICABLE PUBLIC CHARITY	PROVIDING HELP AND HOPE IN TIMES OF CRISIS.	5,000.
WAYNE HOLMES MENTAL HEALTH COALITION 637 COLLEGE AVE WOOSTER, OH 44691	NOT APPLICABLE PUBLIC CHARITY	STAFF AND PROGRAM SUPPLIES FOR A PHYSICAL ACTIVITY PROGRAM FOR THE MENTALLY HANDICAPPED	15,000
		TOTAL CONTRIBUTIONS APPROVED	36,277.

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust: AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

Employer identification number: 34-1845584

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,603.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-15,603.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	274,158.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	274,158.

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

Schedule D (Form 1041) 2012

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-15,603.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			274,158.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			258,555.

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

Part IV **Capital Loss Limitation**

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

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

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

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

Employer identification number: 34-1845584

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 140 SHS LAUDER ESTEE	05/23/2012	07/09/2012	7,447.	7,542.	-95.
206 SHS QUALCOMM	03/21/2012	07/09/2012	11,370.	13,599.	-2,229.
32 SHS CHIPOTLE	03/22/2012	07/24/2012	9,641.	13,331.	-3,690.
140 SHS CERNER	03/21/2012	07/30/2012	10,337.	10,655.	-318.
34 SHS CERNER	04/26/2012	07/30/2012	2,511.	2,525.	-14.
210 SHS STARBUCKS	05/22/2012	07/31/2012	9,579.	11,330.	-1,751.
70 SHS STARBUCKS	06/19/2012	07/31/2012	3,193.	3,881.	-688.
40 SHS VMWARE	03/21/2012	08/31/2012	3,550.	4,384.	-834.
8 SHS INTUITIVE SURGICAL	03/22/2012	09/11/2012	3,929.	4,253.	-324.
35 SHS PRAXAIR	03/22/2012	09/11/2012	3,736.	3,884.	-148.
85 SHS DANAHER	03/21/2012	09/12/2012	4,655.	4,637.	18.
30 SHS RALPH LAUREN	03/22/2012	09/12/2012	4,745.	5,270.	-525.
175 SHS PATTERSON	03/21/2012	09/13/2012	6,039.	5,599.	440.
45 SHS NIKE	03/21/2012	09/21/2012	4,349.	5,018.	-669.
40 SHS PRAXAIR	03/22/2012	09/21/2012	4,324.	4,438.	-114.
30 SHS PRAXAIR	04/27/2012	09/21/2012	3,243.	3,506.	-263.
7 SHS APPLE	03/22/2012	09/27/2012	4,715.	4,213.	502.
69 SHS DISCOVERY COMM	03/21/2012	09/27/2012	4,065.	3,311.	754.
65 SHS NIKE	03/21/2012	10/03/2012	6,134.	7,249.	-1,115.
37 SHS NIKE	07/18/2012	10/03/2012	3,492.	3,468.	24.
80 SHS VMWARE	03/21/2012	10/12/2012	7,047.	8,767.	-1,720.
42 SHS VMWARE	05/24/2012	10/12/2012	3,700.	3,938.	-238.
106 SHS STARWOOD HOTELS	09/06/2012	10/25/2012	5,497.	6,008.	-511.
128 SHS EXPRESS	09/11/2012	11/13/2012	6,650.	7,905.	-1,255.

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: AUSTIN-BAILEY HEALTH & WELLNESS FOUNDATION

Employer identification number: 34-1845584

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
65 SHS EXPRESS	09/12/2012	11/13/2012	3,377.	4,043.	-666.
58 SHS EXPRESS	09/27/2012	11/13/2012	3,013.	3,701.	-688.
227 SHS WELLS FARGO	08/23/2012	01/09/2013	7,924.	7,713.	211.
118 SHS WELLS FARGO	08/23/2012	01/10/2013	4,167.	4,009.	158.
175 SHS PATTERSON	03/21/2012	01/14/2013	6,228.	5,599.	629.
8 SHS APPLE	03/22/2012	01/17/2013	4,022.	4,814.	-792.
11 SHS GOOGLE	03/21/2012	01/22/2013	7,683.	7,007.	676.
25 SHS WHOLE FOODS MKT	03/21/2012	01/28/2013	2,407.	2,099.	308.
17 SHS MASTERCARD	03/21/2012	01/29/2013	8,824.	7,175.	1,649.
97 SHS LOWES	08/31/2012	02/15/2013	3,776.	2,769.	1,007.
25 SHS APPLE	03/22/2012	03/01/2013	10,878.	15,045.	-4,167.
22 SHS INTUITIVE SURGICAL	03/22/2012	03/15/2013	10,258.	11,695.	-1,437.
71 SHS PARKER HANNIFIN	01/14/2013	04/09/2013	6,374.	6,312.	62.
75 SHS EDWARDS LIFESCIENCE	04/03/2013	04/25/2013	4,931.	6,263.	-1,332.
100 SHS NATIONAL OILWELL	07/19/2012	05/13/2013	6,715.	7,054.	-339.
180 SHS FACEBOOK	10/03/2012	06/06/2013	4,106.	3,988.	118.
70 SHS FACEBOOK	11/29/2012	06/06/2013	1,597.	1,918.	-321.
237 SHS PULTE GROUP	09/06/2012	06/25/2013	4,515.	3,444.	1,071.
202 SHS SAFEWAY	01/31/2013	03/13/2013	4,848.	3,861.	987.
184 SHS SAFEWAY	01/31/2013	04/10/2013	4,746.	3,517.	1,229.
165 SHS SAFEWAY	01/31/2013	06/19/2013	3,951.	3,154.	797.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -15,603.

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 53 SHS DISCOVERY COMM	03/21/2012	04/05/2013	4,154.	2,543.	1,611.
6 SHS GOOGLE	03/21/2012	04/09/2013	4,668.	3,822.	846.
40 SHS CF INDUSTRIES	03/21/2012	04/16/2013	7,067.	7,388.	-321.
93 SHS DANAHER	03/21/2012	05/03/2013	5,646.	5,074.	572.
39 SHS ROPER INDS	03/21/2012	05/14/2013	4,763.	3,880.	883.
72 SHS SCHLUMBERGER	03/21/2012	05/14/2013	5,549.	5,335.	214.
72 SHS DANAHER	03/21/2012	06/06/2013	4,312.	3,928.	384.
290 SHS UNILEVER	10/12/2009	01/18/2013	11,209.	8,723.	2,486.
PABRAI INVESTMENT FUND 3 LP UNITS	VARIOUS	VARIOUS	715,501.	400,000.	315,501.
CUNDHILL GLOBAL VALUE LP UNITS	VARIOUS	VARIOUS	476,982.	525,000.	-48,018.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					274,158.

FEDERAL FOOTNOTES

PART VII-A, QUESTION 11 WEB SITE ADDRESS
WWW.FOUNDATIONCENTER.ORG/GRANTMAKER/AUSTINBAILEY