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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
THE TWENTY FIRST CENTURY FOUNDATION

A Employer identification number
34-1852806

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 543

Room/suite

B Telephone number (see instructions)
(419) 465-2587

City or town, state, and ZIP code
NORWALK, OH 44857

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,826,421

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	354,884			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	66,644	66,644		
	4	Dividends and interest from securities	308,346	308,346		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	320,202			
	b	Gross sales price for all assets on line 6a 2,521,942				
	7	Capital gain net income (from Part IV, line 2)		320,202		
	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)	-2,726			
	12	**Total.** Add lines 1 through 11	1,047,350	695,192		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	18,125	3,625		14,500
	c	Other professional fees (attach schedule)	39,750	7,950		31,800
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	29,862	2,821		200
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	44,064	44,064		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	131,801	58,460		46,500
	25	Contributions, gifts, grants paid	466,255			466,255
	26	**Total expenses and disbursements.** Add lines 24 and 25	598,056	58,460		512,755
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	449,294			
	b	**Net investment income** (if negative, enter -0-)		636,732		
	c	**Adjusted net income** (if negative, enter -0-)				

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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	82,943	106,851	106,851
	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 page 15 of the 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)	963,630	871,696	915,262
	b	Investments—corporate stock (attach schedule)	3,510,160	3,639,572	4,918,448
	c	Investments—corporate bonds (attach schedule)	336,049	227,204	243,695
	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 ▶)	6,507,192	7,003,945	7,642,165
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,399,974	11,849,268	13,826,421
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	500,000	500,000	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,899,974	11,349,268	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,399,974	11,849,268	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,399,974	11,849,268	

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	11,399,974
2	Enter amount from Part I, line 27a	2	449,294
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,849,268
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,849,268

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	320,202
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	32,650

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 page 18 of 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	545,054	11,953,049	0 045600
2010	343,295	11,716,112	0 029301
2009	472,829	10,130,583	0 046673
2008	364,148	8,226,991	0 044263
2007	480,790	8,686,616	0 055348

2	**Total** of line 1, column (d).	2	0 221185
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 044237
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,301,797
5	Multiply line 4 by line 3.	5	588,432
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,367
7	Add lines 5 and 6.	7	594,799
8	Enter qualifying distributions from Part XII, line 4.	8	512,755

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 page 18 of the 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 1999-08-01 **(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	12,735
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	12,735
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	12,735
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	18,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	24
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	5,241
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,241	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS W MCLAUGHLIN Telephone no ▶(419) 465-2587

Located at ▶P O BOX 543 NORWALK OH ZIP+4 ▶448578930

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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 page 20 of the 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		
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 ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN A BORES 11584 E CTY RD 32 BELLEVUE, OH 44811	TRUSTEE 2 00	0	0	0
MARY L BORES 11584 E CTY RD 32 BELLEVUE, OH 44811	TRUSTEE 2 00	0	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
WALL STEET CONSULTING PO BOX 845 NORWALK, OH 44857	MANAGEMENT	53,000
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
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	13,373,515
b	Average of monthly cash balances	1b	130,847
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	13,504,362
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	13,504,362
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	202,565
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,301,797
6	**Minimum investment return.** Enter 5% of line 5	6	665,090

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	665,090
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,735		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	12,735
3	Distributable amount before adjustments Subtract line 2c from line 1			3	652,355
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	652,355
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	652,355

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	512,755
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	512,755
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	512,755

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				652,355
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			278,211	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 512,755				
a Applied to 2011, but not more than line 2a			278,211	
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.				234,544
e Remaining amount distributed out of corpus				
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				
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				417,811
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) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization 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))

JOHN A AND MARY LBORES

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				466,255
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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			14	66,644	
4 Dividends and interest from securities. . . .			14	308,346	
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	320,202	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a KINDER MORGAN K-1 LINE 1					-2,856
b KINDER MORGAN K-1 LINE 10					130
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				695,192	-2,726

13 **Total.** Add line 12, columns (b), (d), and (e). 13 692,466

(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

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?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** 2013-11-13 ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JUDY L MOSHER CPA	JUDY L MOSHER CPA	2013-11-14		

Firm's name ▶ VAN DOOTINGH MOSHER MELLEN & CO

Firm's EIN ▶

Firm's address ▶ 105 CLEVELAND ROAD STE A NORWALK, OH 44857

Phone no (419) 668-2967

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VERIZON	P	2007-09-18	2012-07-06
ECOLOAB	P	2011-03-16	2012-12-06
DUKE ENERGY	P	2009-02-24	2013-04-02
DUKE ENERGY	P	2009-02-24	2012-07-03
WALGREEN	P	2012-06-30	2012-12-12
HEALTH CARE REIT	P	2010-08-17	2013-04-02
ATT	P	2008-01-18	2012-07-06
GE CAPITAL	P	2002-12-16	2012-12-17
NEXTERA	P	2011-03-10	2013-04-02
MUTUAL GLOBAL DISCOVERY	P	2012-06-30	2012-07-23
KOHLS	P	2007-11-12	2013-01-04
REALTY INCOME CORP	P	2010-09-10	2013-04-02
MORTON BANK CD	P	2003-10-29	2012-08-30
SYSCO	P	2012-10-23	2013-01-09
GE CAPITAL CORP	P	2005-04-04	2013-04-15
HEWLETT PACKARD	P	2012-06-30	2012-09-06
BLACKROCK CAPITAL APPREC	P	2011-06-30	2013-01-18
CAPITAL ONE CD	P	2008-05-22	2013-05-28
KRAFT	P	2006-10-04	2012-10-02
ROYAL DUTCH SHELL	P	2011-03-25	2013-02-07
ZOETIS	P	2010-01-06	2013-06-27
ABBOTT	P	2012-06-30	2012-10-08
GE CAPITAL	P	2003-12-03	2013-02-15
FEDERATED TOTAL RETURN BOND FUND	P	2010-01-01	2013-06-06
CISCO	P	2012-06-30	2012-10-08
HJ HEINZ	P	2012-12-12	2013-02-15
PRIOR YR BASIS ADJ	P	2010-01-01	2013-06-06
ELI LILLY	P	2006-10-29	2012-10-08
INVESTMENT CO OF AMERICA	P	2011-01-01	2013-02-07
WALGREEN	P	2008-09-11	2012-10-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INVESCO COMSTOCK FD	P	2011-01-01	2013-02-07
CHICAGO IL TRAN SALES TAX	P	2010-03-25	2012-11-01
JH INTL CORE	P	2012-01-06	2013-02-07
PALATINE IL BUILD AMERICA BONDS	P	2009-10-13	2012-11-01
VANGUARD GROWTH	P	2012-01-06	2013-02-07
MCCORMICK & CO	P	2006-02-28	2012-11-01
VANGUARD VALUE	P	2012-01-06	2013-02-07
ISHARES JP MORGAN	P	2012-07-05	2012-11-01
ELI LILLY	P	2011-01-01	2013-02-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
96,473		77,625	18,848
23,753		16,760	6,993
38,580		25,647	12,933
44		28	16
39,614		33,369	6,245
44,974		27,896	17,078
27,119		28,661	-1,542
60,000		58,755	1,245
33,945		18,934	15,011
152,080		153,171	-1,091
17,406		20,885	-3,479
48,837		25,465	23,372
25,000		25,625	-625
39,680		40,807	-1,127
10,000		10,000	
17,901		31,832	-13,931
224,390		196,530	27,860
74,000		74,000	
34		22	12
106,541		91,464	15,077
24		15	9
59,316		34,378	24,938
40,000		40,090	-90
127,126		124,474	2,652
19,077		19,985	-908
53,947		44,357	9,590
		17,854	-17,854
67,158		54,459	12,699
229,078		202,739	26,339
38,481		39,732	-1,251

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
53,665		44,316	9,349
61,771		55,967	5,804
244,324		217,662	26,662
38,130		35,967	2,163
77,093		64,973	12,120
39,626		24,533	15,093
40,550		34,312	6,238
78,378		69,444	8,934
120,341		119,007	1,334

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			18,848
			6,993
			12,933
			16
			6,245
			17,078
			-1,542
			1,245
			15,011
			-1,091
			-3,479
			23,372
			-625
			-1,127
			-13,931
			27,860
			12
			15,077
			9
			24,938
			-90
			2,652
			-908
			9,590
			-17,854
			12,699
			26,339
			-1,251

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,349
			5,804
			26,662
			2,163
			12,120
			15,093
			6,238
			8,934
			1,334

Form 990PF Part XV Line 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*				
ABIGAIL MINISTRIES PO BOX 68 NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	3,000
ANSWERING THE CALL TOGETHER PO BOX 564 NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	1,000
ATTICA INDEPENDENT FAIR PO BOX 433 ATTICA, OH 44807		501(C)3 ORGA	OPERATIONS	3,000
BELLEVUE CITY SCHOOLS 125 NORTH STREET BELLEVUE, OH 44811		PUB SCHOOL	SCHOLARSHIPS	20,000
BELLEVUE FISHES LOVES 203 MAPLE STREET BELLEVUE, OH 44811		501(C)3 ORGA	OPERATIONS	5,000
BELLEVUE MINISTRIAL ASSOC PO BOX 182 BELLEVUE, OH 44811		501(C)3 ORGA	GIVING TREE	2,000
BELLEVUE RECREATION PARKS 110 CHERRY BOULEVARD BELLEVUE, OH 44811		501(C)3 ORGA	KIDS PROGRAMS	10,000
BELLEVUE UNITED SELECT FUND 250 W MAIN STREET BELLEVUE, OH 44811		501(C)3 ORGA	OPERATIONS	12,000
BENEFIT FOR MATTHEW SHORT 1 SOUTH MAIN ST ATTICA, OH 44807	NONE	INDIVIDUAL	MEDICAL EXPENSES FOR CHILD	1,000
CARE AND SHARE INC OF ERIE COUNTY 241 JACKSON ST SANDUSKY, OH 44870		501(C)3 ORGA	OPERATIONS	5,000
CASA OF HURON COUNTY 2 E MAIN ST NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	2,000
CATHOLIC CHARITIES 34 WOODLAWN STREET NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	5,000
COMMUNITY GIVING CLOSET 98 MILL STREET ATTICA, OH 44807		501(C)3 ORGA	OPERATIONS	2,000
DELUCA OLIVO SCHOLARSHIP 3334 PROSPECT AVE CLEVELAND, OH 44115		501(C)3 ORGA	SCHOLARSHIPS	500
EASTER SEALS 262 STATE ROUTE 61 NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	1,000

Form 990PF Part XV Line 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*				
EHOVE CAREER CENTER 316 W MASON ROAD MILAN, OH 44846		PUB SCHOOL	HELPING HAND FUND	1,000
EMILY RADER FUND 670 CR 312 BELLEVUE, OH 44811	NONE	INDIVIDUAL	MED EXP FOR GIRL IN CAR ACC	1,000
ERIE COUNTY AGRICULTURAL SOC PO BOX 2436 SANDUSKY, OH 44870		501(C)3 ORGA	OPERATIONS	500
ERIE COUNTY HUMANE SOCIETY 1911 SUPERIOR ST SANDUSKY, OH 44870		501(C)3 ORGA	OPERATIONS	4,000
FIRELANDS HABITAT FOF HUMANITY 365 MAIN ST SUITE A HURON, OH 44839		501(C)3 ORGA	OPERATIONS	10,000
FIRELANDS RAILS TO TRAILS 44 E MAIN ST NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	3,000
FIRST BOOK OF HURON COUNTY PO BOX 147 NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	1,000
FIRST CALL TO HELP 826 W STATE ST FREMONT, OH 43420		501(C)3 ORGA	BELLEVUE FAMILY CHRISTMAS	2,000
FREMONT HOMELESS SHELTERS 1421 E STATE ST FREMONT, OH 43420		501(C)3 ORGA	OPERATIONS	5,000
FUNDRAISER FOR SGT PATRICK CARROLL 1457 PALMER ROAD NEW LONDON, OH 44851	NONE	INDIVIDUAL	HONOR FALLEN VET	1,000
GENESIS CREMATION FUNERAL 5732 GEORGIA AVE NW WASHINGTON, DC 20011	NONE	INDIVIDUAL	ON BEHALF OF DAVID PENWELL	1,050
HURON CO JOB FAMILY SER 185 SHADY LANE NORWALK, OH 44857		170(C)1 ORGA	FOSTER KIDS PROGRAM	10,000
HURON COUNTY HUMANE SOCIETY 246 WOODLAWN AVE NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	2,000
HURON COUNTY SERVICES FOR THE AGING 130 SHADY LANE DR NORWALK, OH 44857		170(C)1 ORGA	OPERATIONS	3,000
IMMACULATE CONCEPTION CHURCH 231 E CENTER STREET BELLEVUE, OH 44811		501(C)3 ORGA	OPERATIONS	4,000

Form 990PF Part XV Line 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*				
IMMACULATE CONCEPTION CHURCH 231 E CENTER STREET BELLEVUE, OH 44811		501(C)3 ORGA	OPERATIONS	2,000
IMMACULATE CONCEPTION SCHOOLS 304 E MAIN ST BELLEVUE, OH 44811		501(C)3 ORGA	JOHN MARTIN SCHOLARSHIP	2,000
IMMACULATE CONCEPTION SCHOOLS 304 E MAIN ST BELLEVUE, OH 44811		501(C)3 ORGA	OPERATIONS	102,000
INTERNATIONAL UNION OF OPERATORS 3515 PROSPECT AVE CLEVELAND, OH 44115		501(C)3 ORGA	CHRISTMAS BASKETS FOR NEEDY	500
JUVENILE DIABETES RESEARCH FOUNDATI 4041 SYLVANIA AVE TOLEDO, OH 43623		501(C)3 ORGA	OPERATIONS	2,000
KINDER CASA 77 STATE ST NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	5,000
KNIGHTS OF COLUMBUS NORWALK 254 W MAIN STREET NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	1,000
MCAL PO BOX 131 MONROEVILLE, OH 44847		501(C)3 ORGA	OPERATIONS	2,000
MIRIAM HOUSE 249 W MAIN ST NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	5,000
MONROEVILLE HIGH SCHOOL 101 WEST STREET MONROVILLE, OH 44847		PUB SCHOOL	SCHOLARSHIPS	18,000
MONROEVILLE NON PERISHABLE FOOD BAN 29 CHAPEL STREET MONROEVILLE, OH 44847		501(C)3 ORGA	OPERATIONS	2,000
MONROEVILLE PUBLIC LIBRARY 34 MONROE ST MONROEVILLE, OH 44847		170(C)1 ORGA	OPERATIONS	2,500
NATIONAL MS SOCIETY 401 TOMAHAWK DR MAUMEE, OH 43537		501(C)3 ORGA	TEAM TABBY	500
NORWALK AREA FOOD BANK 92 N PROSPECT ST NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	5,000
NORWALK AREA UNITED FUND 10 WEST MAIN ST NORWALK, OH 44857		501(C)3 ORGA	OPERATIONS	10,000

Form 990PF Part XV Line 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*				
NORWALK CATHOLIC SCHOOLS 93 EAST MAIN STREET NORWALK,OH 44857		501(C)3 ORGA	OPERATIONS	8,000
NORWALK CATHOLIC SCHOOLS 93 EAST MAIN STREET NORWALK,OH 44857		501(C)3 ORGA	SCHOLARSHIPS	20,000
NORWALK CLOTHING BANK 51 BENEDICT AVE NORWALK,OH 44857		501(C)3 ORGA	OPERATIONS	2,500
NORWALK HIGH SCHOOL 350 SHADY LANE NORWALK,OH 44857		PUB SCHOOL	SCHOLARSHIPS	8,000
NORWALK HOMELESS SHELTER 92 N PROSPECT ST NORWALK,OH 44857		501(C)3 ORGA	OPERATIONS	5,000
NORWALK KIWANIS PO BOX 676 NORWALK,OH 44857		501(C)3 ORGA	FUNDRAISER	105
OUR LADY OF LOURDES CHURCH 18 PARK AVE NEW LONDON,OH 44851		501(C)3 ORGA	FOOD BASKETS	3,000
PASS IT ON CLOTHING 203 MAPLE STREET SUITE B BELLEVUE,OH 44811		501(C)3 ORGA	OPERATIONS	5,000
PLYMOUTH SHILOH FOOD BANK 26 MECHANIC ST SHILOH,OH 44878		501(C)3 ORGA	OPERATIONS	5,000
RAY KRISHA 1950 FAIRFIELD ANGLING RO NORTH FAIRFIELD,OH 44855	NONE	INDIVIDUAL	HOSPITAL BED	1,500
REACH OUR YOUTH 2 E MAIN ST ROOM 102 NORWALK,OH 44857		501(C)3 ORGA	OPERATIONS	2,000
SAFE HOMES FOR FAMILIES PO BOX 505 ATTICA,OH 44807		501(C)3 ORGA	OPERATIONS	1,000
SECOND HARVEST FOOD BANK 7445 DEER TRAIL LANE LORAIN,OH 44053		501(C)3 ORGA	OPERATIONS	30,000
SENECA EAST HIGH SCHOOL 13343 E US 224 ATTICA,OH 44807		PUB SCHOOL	SCHOLARSHIPS	10,000
SENECA EAST PUBLIC LIBRARY 14 NORTH MAIN STREET ATTICA,OH 44807		170(C)1 ORGA	OPERATIONS	1,000

Form 990PF Part XV Line 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*				
SHRINER'S HOSPITALS 3835 SANDHILL ROAD BELLEVUE,OH 44811		501(C)3 ORGA	OPERATIONS	500
ST GASPAR DEL BUFALO CHURCH 16209 EAST COUNTY ROAD 46 BELLEVUE,OH 44811		501(C)3 ORGA	OPERATIONS	300
ST JOHN NEUMAN SERRA CLUB 41 RIDGEWOOD DR NORWALK,OH 44857		501(C)3 ORGA	OPERATIONS	1,000
ST JOSEPH CATHOLIC CHURCH 66 CHAPEL ST MONROEVILLE,OH 44847		501(C)3 ORGA	OPERATIONS	2,000
ST JOSEPH SCHOOL 79 CHAPEL DRIVE MONROEVILLE,OH 44847		501(C)3 ORGA	OPERATIONS	40,000
ST MARY'S CATHOLIC CHURCH 38 W LEAGUE ST NORWALK,OH 44857		501(C)3 ORGA	FOOD PANTRY	1,000
ST MARY'S CATHOLIC CHURCH 38 W LEAGUE ST NORWALK,OH 44857		501(C)3 ORGA	OPERATIONS	2,000
THE CHRISTOPHERS 12 E 48TH ST NEW YORK,NY 10017		501(C)3 ORGA	OPERATIONS	1,500
THE VILLAGE HOUSE 350 RAWSON AVE FREMONT,OH 43420		501(C03 ORGA	OPERATIONS	2,500
TOYS FOR TOTS 5630 SR 113 BELLEVUE,OH 44811		501(C)3 ORGA	TOYS FOR CHRISTMAS	2,000
TRINITY LUTHERAN CHURCH 121 BROAD ST MONROEVILLE,OH 44847		501(C)3 ORGA	YOUTH CLUB	4,000
UNIVERSITY OF AKRON FOUNDATION MARTIN UNIVERSITY CENTER AKRON,OH 44325		501(C)3 ORGA	SCHOLARSHIPS	1,000
VICTORY TEMPLE SOUP KITCH 1613 HAYES AVE SANDUSKY,OH 44870		501(C)3 ORGA	THANKSGIVING GIFT CERTIFICATES TO KR	20,000
VOLUNTEERS OF AMERICA 1843 SUPERIOR STREET SANDUSKY,OH 44870		501(C)3 ORGA	HOMELESS SHELTER	5,000
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE,FL 32256		501(C)3 ORGA	MATCH KENNEDY AMES FUNDRAISING	300

Form 990PF Part XV Line 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*				
STUFF THE BUS 101 WEST STREET MONROEVILLE,OH 44847		PUB SCHOOL	SCHOOL SUPPLIES	500
Total . . . . ▶ **3a**				466,255

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THE TWENTY FIRST CENTURY FOUNDATION

Employer identification number
34-1852806

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE TWENTY FIRST CENTURY FOUNDATION

Employer identification number
34-1852806

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN A MARY L BORES 11584 EAST COUNTY ROAD 32 BELLEVUE, OH 44811	$ 354,884	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE TWENTY FIRST CENTURY FOUNDATION

Employer identification number
34-1852806

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	568 80098 SH BB&T CORP	$ 16,498	2012-10-09
1	1,417 69664 SH ELI LILLY	$ 54,459	2012-10-09
1	264 985 SH KIMBERLY CLARK CORP	$ 16,988	2012-07-09
1	432 66721 SH VERIZON	$ 16,939	2012-07-09
		$	
		$	

Name of organization
THE TWENTY FIRST CENTURY FOUNDATION

Employer identification number
34-1852806

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,250	2,650		10,600
TAX PREPARATION	4,875	975		3,900

TY 2012 Compensation Explanation

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Person Name	Explanation
JOHN A BORES	
MARY L BORES	

TY 2012 Investments Corporate Bonds Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF NOVA SCOTIA BC SERIES A	49,880	49,342
G E CAPITAL 4.3% DUE 06/15/15		
G E CAPITAL 4.8% DUE 01/15/14	10,675	11,207
G E CAPITAL 5% DUE 10/15/14	4,915	5,244
G E CAPITAL 5.25% DUE 02/15/16		
G E CAPITAL 5.5% DUE 04/15/20		
G E CAPITAL 5.6% DUE 12/15/15		
G.E. CAPITAL CORP DTD 2/05/04		
G.E. CAPITAL CORP DTD 3/13/2007	30,971	33,408
GE CAPITAL CORP DTD 11/24/2006	21,000	23,335
HSBC FINANCE CORP DTD 8/16/2007	35,000	36,605
WELLS FARGO GLOBAL NOTE	74,763	84,554

TY 2012 Investments Corporate Stock Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	66,712	106,703
A D P	42,270	74,316
ABBOTT LABS	20,170	29,938
ACCENTURE LTD IRELAND	28,590	58,848
ADOBE SYSTEMS	31,301	45,560
APPLE INC	80,823	80,983
AT&T INC.	20,851	24,813
BANK OF MONTREAL	20,682	20,222
BECTON DICKENSON	17,772	20,875
BERKSHIRE HATHAWAY	30,990	55,960
CANADIAN NATIONAL RAILWAY	33,308	50,954
CATERPILLAR INC.	9,632	24,942
CHEVRON	80,332	121,862
CHURCH & DWIGHT	47,195	63,393
CISCO SYSTEMS		
CNH GLOBAL	30,849	47,216
COCA COLA	81,369	120,593
CONOCO-PHILLIPS	65,139	94,877
COVIDIEN PLC	31,970	39,009
CSX	57,392	57,741
DEERE & CO	13,206	25,736
DUKE ENERGY		
DUKE REALTY CORP	68,392	62,542
ECOLAB INC		
ELI LILLY		
EMC CORP	30,477	59,050
EMERSON ELEC	47,775	75,384
ENERGEN CORPORATION	13,856	27,784
EXXON	82,679	124,616
GLAXOSMITHKLINE	46,065	60,472

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS	37,291	57,774
HARTFORD FINANCIAL SERVICES		
HARTFORD FINL SVCS GROUP INC	86,387	106,500
HEALTH CARE REIT INC		
HEWLETT PACKARD		
HONEYWELL	21,393	47,856
HSBC HOLDINGS	79,049	78,368
IBM	26,841	51,692
ILLINOIS TOOL WORKS	68,912	110,434
INTEL CORP	25,285	26,097
JP MORGAN CHASE & CO	18,294	27,133
JACOBS ENERG GROUP	48,285	66,156
JOHNSON & JOHNSON	89,715	147,481
JOHNSON CONTROLS	63,661	76,238
KIMBERLY CLARK	53,858	80,853
KOHLS CORP		
KRAFT FOODS	15,423	27,423
LINCOLN NATL CORP	40,108	74,629
MCCORMICK	20,159	27,381
MCDONALDS CORP	74,935	102,331
MERCK	43,298	53,137
MOLSON COORS BREWING	30,286	30,034
MOSAIC COMPANY	63,441	54,940
NEXTERA		
NIKE	47,172	63,918
NOVARTIS	38,828	46,926
ORACLE	41,966	63,441
PAYCHEX	61,713	77,304
PEPSICO	38,581	56,745
PFIZER	41,552	60,860

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILLIPS 66	19,357	46,185
PNC BANK	35,264	53,352
PROCTOR & GAMBLE	58,154	80,960
QUALCOMM	60,467	62,453
REALTY INCOME		
ROYAL DUTCH		
STATE STREET CORP	42,593	67,980
SUN LIFE FINANCIAL SERVICES	30,312	47,696
SYSCO		
TARGET	19,683	34,742
THERMO FISHER SCIENTIFIC	45,984	64,178
UNITED TECHNOLOGIES	47,411	72,593
US BANCORP	65,335	90,405
VALERO ENERGY CORP	10,173	18,158
VERIZON		
VF CORP	21,932	47,603
VIACOM	28,826	65,044
VODAPHONE	59,197	74,992
WALGREEN		
WALT DISNEY CO	25,481	50,025
WELLS FARGO	153,843	158,550
XEROX	30,333	28,449
ABBVIE INCORPORATED	22,298	35,922
BB&T CORP	16,497	19,881
BCE INC	44,671	41,451
BHP BILLITON LTD	69,319	57,660
BROADCOM CORP	34,927	33,977
COMCAST CORP	19,436	21,042
CST BRANDS INC	914	1,787
CVS CORP	67,427	78,093

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPRESS SCRIPTS HOLDING CO	33,451	37,014
FISERV INC	40,739	43,705
GENERAL MILLS	56,446	61,065
MONDELEZ INTERNATIONAL	28,052	41,605
NATIONAL OILWELL VARCO	51,396	51,969
OCCIDENTAL PETE CORP	69,637	72,897
OMNICOM GROUP	51,536	63,299
ZOETIS INCORPORATED	2,251	3,676

TY 2012 Investments Government Obligations Schedule

Name:	THE TWENTY FIRST CENTURY FOUNDATION
EIN:	34-1852806
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	871,696
State & Local Government Securities - End of Year Fair Market Value:	915,262

TY 2012 Other Assets Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MUTUAL FUNDS	4,689,026	5,284,346	5,748,843
VAN KAMPEN UNIT TRUST	16,730	16,990	22,939
KINDER MORGAN ENERGY PARTNERS	10,434	5,537	55,933
BANK CERTIFICATES OF DEPOSIT	99,625		
EXCHANGE TRADED FUNDS	1,691,377	1,697,072	1,814,450

TY 2012 Other Expenses Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	43,604	43,604		
REORDER FEES	460	460		

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TY 2012 Other Income Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KINDER MORGAN K-1 LINE 1	-2,856		
KINDER MORGAN K-1 LINE 10	130		

TY 2012 Other Professional Fees Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	39,750	7,950		31,800

TY 2012 Substantial Contributors Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Name	Address
JOHN BORES	11584 EAST COUNTY ROAD 32 BELLEVUE,OH 44811
MARY BORES	11584 EAST COUNTY ROAD 32 BELLEVUE,OH 44811

TY 2012 Taxes Schedule

Name: THE TWENTY FIRST CENTURY FOUNDATION

EIN: 34-1852806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO ANNUAL FILING FEE	200			200
FOREIGN INCOME TAX ON DIVIDENDS	2,821	2,821		
FEDERAL INCOME TAX	26,841			