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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 12/1/2012, and ending 11/30/2013

Name of foundation John C. Griswold Foundation		A Employer identification number 13-2978937
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd		
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,610,304	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	76	76		
	4 Dividends and interest from securities	341,089	341,089		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	804,777			
	b Gross sales price for all assets on line 6a	3,521,735			
	7 Capital gain net income (from Part IV, line 2)		804,777		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,145,942	1,145,942	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	5,000			5,000
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	133,865	133,865		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,055	347		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	50,490			50,490
	22 Printing and publications				
	23 Other expenses (attach schedule)	56,927	300		56,627
	24 Total operating and administrative expenses. Add lines 13 through 23	263,337	134,512	0	112,117
	25 Contributions, gifts, grants paid	660,239			660,239
26 Total expenses and disbursements. Add lines 24 and 25	923,576	134,512	0	772,356	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	222,366				
b Net investment income (if negative, enter -0-)		1,011,430			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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 (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	548,042	526,539	526,539
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U.S. and state government obligations (attach schedule)	944,094	843,271	921,821
	b Investments—corporate stock (attach schedule)	6,990,226	7,564,790	10,986,155
	c Investments—corporate bonds (attach schedule)	2,343,329	2,113,457	2,175,789
Net Assets or Fund Balances	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,825,691	11,048,057	14,610,304
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	0	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,825,691	11,048,057	
	30 Total net assets or fund balances (see instructions)	10,825,691	11,048,057	
	31 Total liabilities and net assets/fund balances (see instructions)	10,825,691	11,048,057	

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	10,825,691
2 Enter amount from Part I, line 27a	2	222,366
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,048,057
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	11,048,057

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
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 3,521,735		2,716,958	804,777	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			804,777	
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	804,777	
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	746,181	12,691,206	0.058795
2010	742,660	12,955,754	0.057323
2009	801,940	12,509,839	0.064105
2008	856,413	11,269,921	0.075991
2007	803,821	13,633,185	0.058961
2 Total of line 1, column (d)			2 0.315175
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 0.063035
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 13,676,877
5 Multiply line 4 by line 3			5 862,122
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,114
7 Add lines 5 and 6			7 872,236
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 772,356

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	20,229	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	20,229	
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	20,229	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,400		
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	13,400		
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	6,829		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0		
Refunded				

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 ▶ 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	N/A
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**5b** **6b** **7b** X N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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
UBS Financial Services 8044 Montgomery Road, Cincinnati, OH 45236	Investment Management	121,481
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824	Administrative	53,776

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		
2		
3 All other program-related investments See instructions		
Total. Add lines 1 through 3	▶	0

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	13,373,486
b	Average of monthly cash balances	1b	511,668
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	13,885,154
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	13,885,154
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	208,277
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,676,877
6	Minimum investment return. Enter 5% of line 5	6	683,844

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	683,844
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,229
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,229
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	663,615
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	663,615
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	663,615

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	772,356
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	772,356
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	772,356

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				663,615
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	127,311			
b From 2008	297,407			
c From 2009	182,470			
d From 2010	112,902			
e From 2011	124,972			
f Total of lines 3a through e	845,062			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 772,356				
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				663,615
e Remaining amount distributed out of corpus	108,741			
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	953,803			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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)	127,311			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	826,492			
10 Analysis of line 9				
a Excess from 2008	297,407			
b Excess from 2009	182,470			
c Excess from 2010	112,902			
d Excess from 2011	124,972			
e Excess from 2012	108,741			

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 <i>Paid during the year</i>				
AIDS SERVICE FDN OF GREATER KANSAS CITY	N/A	509(a)(1)	General & Unrestricted	19,794
PO BOX 32192				
KANSAS CITY, MO 64171				
AMIGOS DE BOLSA CHICA	N/A	509(a)(1)	Fencing for Nest Sites at the Bolsa Chica Site	25,000
PO BOX 1563				
HUNTINGTON BEACH, CA 92647				
AMIGOS DE BOLSA CHICA	N/A	509(a)(1)	Charitable Event	2,500
PO BOX 1563				
HUNTINGTON BEACH, CA 92647				
BOLSA CHICA CONSERVANCY	N/A	509(a)(1)	General & Unrestricted	20,000
3842 WARNER AVE				
HUNTINGTON BEACH, CA 92649				
BOLSA CHICA CONSERVANCY	N/A	509(a)(1)	Fencing for Nest Sites at the Bolsa Chica Site	25,000
3842 WARNER AVE				
HUNTINGTON BEACH, CA 92649				
BOLSA CHICA CONSERVANCY	N/A	509(a)(1)	Charitable Event	2,500
3842 WARNER AVE				
HUNTINGTON BEACH, CA 92649				
BUYAMBA INC	N/A	509(a)(1)	General & Unrestricted	10,000
587 N VENTU PARK RD # E410				
NEWBURY PARK, CA 91320				
BUYAMBA INC	N/A	509(a)(1)	High School Building Completion Project	5,000
587 N VENTU PARK RD # E410				
NEWBURY PARK, CA 91320				
CHABAD OF CALIFORNIA	N/A	509(a)(1)	Save the Drew Fund of Chabad RTC	2,000
741 GAYLEY AVE				
LOS ANGELES, CA 90024				
CINCINNATI CHAMBER ORCHESTRA INC	N/A	509(a)(2)	General & Unrestricted	2,000
105 W 4TH ST STE 314				
CINCINNATI, OH 45202				
CINCINNATI MUSICAL FESTIVAL ASSOC	N/A	509(a)(2)	General & Unrestricted	5,000
1241 ELM ST				
CINCINNATI, OH 45202				
Total See Attached Statement			▶ 3a	660,239
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	76	
4 Dividends and interest from securities			14	341,089	
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	804,777	
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)		0		1,145,942	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,145,942

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part I, Line 16a (990-PF) - Legal Fees

		5,000	0	0	5,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	5,000	0		5,000

Part I, Line 16c (990-PF) - Other Professional Fees

		133,865	133,865	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	133,865	133,865		0

Part I, Line 18 (990-PF) - Taxes

		17,055	347	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2013	13,400	0		0
2	Excise Tax for 2012	3,308	0		0
3	Foreign Tax Paid	347	347		0

Part I, Line 23 (990-PF) - Other Expenses

		56,927	300	0	56,627
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	53,776	0		53,776
2	Bank Charges	300	300		0
3	Premium Payment for Indemnification Insurance	2,101	0		2,101
4	State or Local Filing Fees	750	0		750

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local			
		944,094	843,271	0	0	921,821	0
Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation	
1 FHLB - 5 250% - 06/18/2014	50,000		51,315		51,396		
2 FNMA - 5 250% - 09/15/2016	200,000		201,435		225,973		
3 FNMA - 5 375% - 06/12/2017	125,000		127,532		144,546		
4 US T BILL NOTE - 4 250% - 08/15/2015	200,000		201,347		213,660		
5 US T BILL NOTE - 4 750% - 08/15/2017	150,000		150,937		171,270		
6 US TIPS - 1 125% - 01/15/2021	106,784		110,705		114,976		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		6,990,226	7,564,790	0	10,986,155	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	AETNA INC	1,794		78,009		123,660
2	AGILENT TECHNOLOGIES INC	2,210		86,288		118,390
3	ALKERMES	288		9,160		11,629
4	ALLIANCE DATA SYSTEM CORP	475		43,916		115,074
5	ALTERA CORPORATION	588		11,807		18,963
6	AMERICAN TOWER REIT INC	208		8,289		16,176
7	AMERIPRISE FINANCIAL INC	272		14,283		29,444
8	AMERISOURCEBERGEN CORP	354		13,041		24,968
9	AMETEK INC	674		10,660		33,174
10	AMPHENOL CORPORATION	271		14,004		23,035
11	ANADARKO PETROLEUM CORP	1,160		81,547		103,031
12	ANSYS INC	241		7,367		20,646
13	APACHE CORPORATION	705		52,622		64,500
14	APPLE INC	295		11,387		164,040
15	ARCHER DANIELS MDLND	1,465		46,782		58,966
16	ATLAS AIR WORLDWIDE HOLDINGS	2,975		134,459		114,240
17	AUTOMATIC DATA PROCESSING INC	1,495		75,590		119,630
18	AUTONATION INC	364		13,369		17,851
19	AUTOZONE INC	98		8,514		45,237
20	AVAGO TECHNOLOGIES LIMITED	482		11,279		21,560
21	AVALONBAY CMNTYS INC	225		31,490		26,676
22	AVNET INC	2,845		85,811		113,516
23	BAKER HUGHES INTL	1,560		77,028		88,858
24	BANK OF AMERICA CORP	2,515		34,119		39,787
25	BARNES GPOUP INC	1,250		29,386		45,625
26	BED BATH & BEYOND INC	361		13,648		28,169
27	BERRY PLASTICS GROUP INC	726		12,342		15,573
28	BIG LOTS INC	2,950		91,098		113,074
29	BLACKROCK INC	139		24,330		42,082
30	BOEING CO	620		46,088		83,235
31	BP PLC SPONSORED ADR	910		35,793		42,779
32	BROWN FORMAN CORP CL B	272		9,877		20,405
33	CABOT OIL & GAS CORP	368		13,067		12,678
34	CAPITAL ONE FINANCIAL CORP	1,040		53,689		74,495
35	CARDTRONICS INC	486		13,991		20,699
36	CATAMARAN CORP	433		11,259		19,758
37	CELANESE CORPORATION	334		10,742		18,747
38	CHARTER COMMUNICATIONS	106		7,993		14,321
39	CHECK POINT SOFTWARE TECHNOLOGIE	1,201		51,423		74,294
40	CHESAPEAKE ENERGY CORPORATION	3,305		75,627		88,805
41	CHURCH & DWIGHT	334		9,924		21,794
42	CISCO SYSTEMS INC	2,585		3,484		54,931
43	CITIGROUP INC	1,320		57,855		69,854
44	CITRIX SYSTEMS INC	1,050		65,580		62,286
45	COGNIZANT TECHNOLOGY SOLUTIONS C	538		12,958		50,513
46	COMCAST CORP CL A	1,525		36,876		76,052
47	COMMUNITY HEALTH	2,580		55,607		106,425
48	CONCHO RESOURCES INC	165		7,980		17,148

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		6,990,226	7,564,790	0	10,986,155	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49	COVIDIEN LTD	1,005		42,240		68,601
50	CROWN HOLDINGS INC	1,773		62,910		78,260
51	CVS CAREMARK CORP	1,170		46,982		78,343
52	DANAHER CORP	1,310		56,152		97,988
53	DAVITA INC	349		11,461		20,783
54	DICK'S SPORTING GDS	455		9,017		25,717
55	DIRECTV GROUP	765		37,638		50,574
56	DISCOVERY COMMUNICATIONS, INC	308		10,093		24,877
57	DOLLAR GENERAL CORP	1,220		57,889		69,467
58	DOLLAR TREE INC	593		7,068		33,000
59	DOVER CORP	205		8,687		18,602
60	EATON CORP PLC	1,665		75,270		120,979
61	EMC CORP-MASS	2,870		69,124		68,450
62	EPAM SYSTEMS INC	518		17,413		18,373
63	EQT CORPORATION	505		25,346		42,981
64	EQUINIX, INC	95		8,260		15,267
65	EXPRESS SCRIPTS HOLDING CO	1,942		80,449		130,793
66	F M C CP	286		10,978		20,838
67	FIDELITY NATIONAL INFORMATION SERV	1,298		39,547		65,783
68	FIRST NIAGARA FINANCIAL GROUP INC	10,820		95,676		120,535
69	FISERV INC	1,143		64,746		125,604
70	FLUOR CORP	238		13,275		18,519
71	FOOT LOCKER INC N Y	435		13,679		16,917
72	FREEPORT-MCMORAN COPPER & GOLD I	1,845		61,641		64,003
73	GAMESTOP CORP	423		9,772		20,410
74	GEN DYNAMICS CP	595		39,914		54,538
75	GENERAL ELECTRIC CO	4,500		22,223		119,970
76	GOOGLE INC CL A	104		51,407		110,197
77	GRAINGER W W INC	110		8,483		28,371
78	HARTFORD FINANCIALSERVICES GROUP	3,465		89,179		123,458
79	HEALTH NET INC	2,055		57,770		62,780
80	HEALTHSOUTH CP	647		13,188		23,156
81	HOME DEPOT INC	965		74,888		77,847
82	HOSPIRA INC W/I	1,400		46,070		55,034
83	HUBBELL CLASS B	87		9,187		9,388
84	HUMANA INC	179		7,539		18,614
85	IHS INC	88		8,961		10,070
86	INT'L FLAVORS & FRAGRANCES INC	139		11,372		12,281
87	INTERCONTINETALEXCHANGE INC	110		10,709		23,462
88	INTERNATIONAL PAPER CO	2,205		56,409		102,863
89	INTUITIVE SURGICAL, INC	29		3,916		10,930
90	ISHARES MSCI EMERGING MARKETS INDE	12,000		412,194		508,199
91	ISHARES MSCI PACIFIC EX-JAPAN	12,000		394,251		576,959
92	JOHNSON & JOHNSON	800		54,410		75,728
93	JOHNSON CONTROLS INC	2,405		69,693		121,477
94	JONES LANG LASALLE	124		3,953		12,117
95	JP MORGAN ALERIAN MLP INDEX ETN	10,000		336,486		455,699
96	JP MORGAN CHASE & CO	3,170		149,284		181,386

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		6,990,226	7,564,790	0	10,986,155	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97	KANSAS CITY SOUTHERN	179		6,608		21,663
98	KELLOGG CO	690		41,986		41,842
99	KENNAMETAL INC	2,455		98,334		116,563
100	KEYCORP	9,360		89,904		119,340
101	KINDER MORGAN INC	1,855		62,444		65,927
102	LKQ CORPORATION	392		10,238		12,995
103	MACY'S INC	1,755		35,173		93,471
104	MARATHON OIL CORP	1,195		43,102		43,068
105	MARRIOTT INTERNATIONAL INC CL A	480		15,294		22,570
106	MCDERMOTT INT PANAMA	5,185		40,070		42,258
107	MCDONALD'S CORP	640		52,728		62,317
108	MCKESSON CORP	179		6,977		29,694
109	MEDNAX, INC	272		17,384		30,138
110	MERCK & CO INC	1,560		55,225		77,735
111	METLIFE INC	2,245		68,445		117,167
112	MICROCHIP TECHNOLOGY INC	684		16,867		29,610
113	MICROSOFT CORPORATION	2,420		66,268		92,275
114	MOHAWK INDS INC	136		10,258		19,043
115	MONSTER BEVERAGE CORP	388		5,650		22,962
116	NABORS INDUSTRIES LTD	4,435		71,887		73,399
117	NETAPP, INC	915		34,458		37,744
118	NEWMONT MINING CORP	1,315		36,896		32,651
119	NOBLE ENERGY INC	263		11,313		18,473
120	NXP SEMICONDUCTORS	363		13,012		15,428
121	ORACLE CORP	3,670		87,389		129,514
122	PANERA BREAD CO CL A	117		9,457		20,696
123	PATTERSON-UTI ENERGY INC	4,840		89,778		112,820
124	PBF ENERGY INC	3,950		91,392		113,958
125	PEPSICO INC	450		16,407		38,007
126	PETSMART INC	374		10,398		27,717
127	PG & E CORP	1,135		48,453		45,820
128	PIONEER NAT RES CO	145		15,168		25,774
129	POLARIS INDUSTRIES	135		16,853		18,018
130	PRAXAIR INC	790		71,127		99,745
131	PRECISION CASTPARTS	62		5,444		16,024
132	QUALITY SYSTEMS, INC	2,385		44,080		55,714
133	RANGE RESOURCES CORP DEL	96		6,070		7,454
134	REGENERON PHARMACEUTICALS, INC	45		7,916		13,224
135	REPUBLIC SVCS INC	1,615		44,813		56,380
136	RESMED INC	401		17,934		19,573
137	RIO TINTO PLC SPONSORED ADR	2,210		115,079		117,241
138	ROCKWOOD HOLDINGS INC	347		7,851		23,756
139	ROPER INDUSTRIES	229		15,826		29,701
140	ROSS STORES, INC	334		20,921		25,538
141	SALLY BEAUTY HLDG	491		9,602		13,817
142	SBA COMMUNICATIONS	305		16,610		25,977
143	SHIRE PLC	213		9,969		28,928
144	SIMON PPTY GROUP INC	380		60,224		56,943

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		6,990,226	7,564,790	0	10,986,155	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
145	SKYWORKS SOLUTIONS, INC	605		13,409		16,087
146	STERICYCLE INC	175		3,798		20,559
147	STRYKER CORPORATION	920		41,606		68,466
148	T ROWE PRICE ASSOCIATES	256		12,038		20,598
149	TARGET CORPORATION	990		52,798		63,291
150	TEAM HEALTH HOLDINGSINC	522		18,083		24,393
151	TERADATA CORPORATION	765		39,861		34,915
152	TEREX CORP	1,530		22,695		55,570
153	TEVA PHARMECEUTICAL SP ADR	2,995		127,643		122,076
154	TEXAS INSTRUMENTS INC	1,075		18,741		46,225
155	TEXTRON INC	3,610		100,302		119,960
156	TIMKEN CO	272		12,534		14,079
157	TJX COMPANIES INC	1,275		44,486		80,172
158	TRACTOR SUPPLY CO	301		12,947		22,036
159	TRIUMPH GROUP INC	287		12,672		21,221
160	UNION PACIFIC	355		44,926		57,524
161	UNITED TECHNOLOGIES CORP	890		58,677		98,665
162	UNITEDHEALTH GROUP INC	1,120		50,567		83,418
163	US BANCORP DEL	1,650		54,887		64,713
164	V F CORP	240		27,057		56,299
165	VANTIV INC - CLASS A	878		19,869		26,603
166	VERIFONE SYSTEMS INC	4,665		93,595		119,471
167	VISA INC	210		15,582		42,727
168	WALGREEN CO	715		24,948		42,328
169	WALT DISNEY HOLDINGS CO	960		61,546		67,718
170	WELLPOINT INC	860		49,623		79,877
171	WELLS FARGO & CO	3,685		110,616		162,213
172	WEX, INC	206		14,489		20,448
173	WHIRLPOOL CORP	136		14,317		20,775
174	WILLIAMS COS	2,160		62,959		76,075

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				2,343,329	2,113,457	0	2,175,789
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	AT&T INC GLBL NT - 3 000% - 02/15/2022				149,646		140,190
2	BERKSHIRE HATHAWAY FIN CORP - 5 400%				53,564		57,643
3	BLACKROCK INC FR 3 375% - 06/01/2022				159,686		150,596
4	CATERPILLAR INC NT - 5 700% - 08/15/2016				151,165		168,618
5	CISCO SYSTEMS INC - 5 500% - 02/22/2016				156,693		166,116
6	CITIGROUP INC - 2 650% - 03/02/2015				50,075		51,081
7	COMCAST CORP BOND - 2 85% - 01/15/2022				149,684		140,643
8	GENERAL ELEC CO 5 25% DUE 12-06-2017				190,806		200,550
9	GOLDMAN SACHS GROUP INC - 2 375% - 0				100,683		100,974
10	GOLDMAN SACHS GRP INC - 5 125% - 01/1				52,911		52,383
11	JPMORGAN CHASE & CO - 3 450% - 03/01/2				101,917		105,320
12	MERRILL LYNCH & CO NOTES - 5 000% - 0				192,253		209,297
13	NATIONAL RURAL UTILS COLL TR - 4 750%				101,626		101,064
14	ORACLE CORP - 5 250% - 01/15/2016				73,759		82,230
15	PEPSICO INC NOTES - 4 500% - 01/15/2020				156,801		165,645
16	UNITED PARCEL SRVC NT - 5 500% - 01/15				105,142		115,176
17	VERIZON COMMUNICATIONS INC 6 10000%				113,466		116,197
18	WELLS FARGO CO MTN BE 3 62500% 04/15				53,580		52,066

Part VII-A, Line 3 (990-PF) – Amended By-Laws

BY-LAWS

JOHN C. GRISWOLD FOUNDATION

Article I

Name, Offices, and Governance

Section 1. Name

The name of the Foundation is **JOHN C. GRISWOLD FOUNDATION** (the "Foundation").

Section 2. Offices

The principal office of the Foundation shall be c/o Foundation Source, 501 Silverside Road, Wilmington, Delaware 19809-1377. The Foundation may have other offices at such places as the Board of Trustees (the "Board") may from time to time determine.

Section 3. Trust Agreement

The Foundation is governed by a Trust Agreement entered into by John C. Griswold as Grantor and John C. Griswold and David R. Griswold as Trustees on December 12, 1978 and by a First Amendment dated October 6, 2011 to the Trust Agreement, as the same may be amended from time to time.

Section 4. By-Laws

These By-Laws are intended to provide governance procedures for the Foundation; however, these By-Laws shall at all times be consistent with the Trust Agreement and Amendments, the charitable purposes of the Foundation, and the Internal Revenue Code governing private foundations. These By-Laws may be amended at any meeting of the Board at which a quorum is present by a majority vote of the Trustees then in office, provided notice of the general nature of such amendment has been given to the Trustees at least ten (10) days preceding the meeting at which they are to be acted upon.

Article II

Board of Trustees

Section 1. Powers and Duties

The activities, property, affairs, and business of the Foundation shall be managed by, or under the direction of, the Board of Trustees. The Board shall have the power to amend the Foundation's Trust Agreement and By-Laws. The Board shall have the right to vote on each matter requiring the vote of Trustees in accordance with the Trust Agreement. The Board may exercise all powers of the Foundation as are authorized by the Trust Agreement and by these By-Laws.

Section 2. Number and Composition

The Board shall consist of the eight (8) grandchildren of John C. Griswold and one (1) independent (non family) Trustee. There shall always be a Trustee representing the family line of each of the eight (8) grandchildren. If at any time, there are no living descendants of a grandchild, his or her Trustee position shall be eliminated, and there shall be one less family Trustee serving. In such a case, the position of the independent Trustee can be eliminated or a second independent Trustee may be added. The Board shall always consist of an uneven number of Trustees.

Each grandchild shall serve as Trustee until he or she dies, resigns, is removed, or becomes unable to serve due to incapacitation. Each grandchild shall have the right to name his or her successor from among his or her descendants during lifetime in a writing signed and dated by the grandchild. If no successor Trustee is named by a Trustee who becomes incapacitated or dies, the remaining Trustees shall, by majority vote, appoint a successor Trustee, choosing among the descendants of the deceased or incapacitated Trustee. If the descendants of a deceased or incapacitated Trustee have not yet reached the age of majority or are otherwise unable to serve temporarily, a non-descendant Trustee may be appointed until such time as a descendant of the deceased or incapacitated Trustee is willing and able to serve. All Trustees shall be active and diligent in meeting the obligations of a Trustee and be committed to promoting and supporting the welfare, success, and purposes of the Foundation.

Section 3. Independent Trustee

The independent Trustee shall be appointed by a majority vote of the Trustees then in office. The independent Trustee shall serve for a two (2) year term, and he or she may be re-elected to an additional two (2) year term as many times as the Trustees so choose, or at the end of a term, the Trustees may appoint a different independent Trustee for a two (2) year term. If a second independent Trustee is appointed, his or her term shall staggered with the term of the first independent Trustee, so that only one (1) independent Trustee's term expires each year. In lieu of compensation, the Independent Trustee will have the opportunity to request distribution of one (1) annual gift to an institution acceptable to the Board.

Section 4. Resignation

The resignation of any Trustee from the Board shall be in writing addressed to the President of the Board. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

Section 5. Removal

Any Trustee may be removed with cause upon the vote of two-thirds (2/3) of the Trustees then in office. Notice of the proposed removal shall be given to the Trustee in question at least ten (10) days prior to the meeting at which the matter will be voted upon by the Board. The notice for the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of a Trustee.

Section 6. Compensation

The Trustees shall serve without compensation for their services as Trustees but may be reimbursed by the Foundation for their reasonable expenses and disbursements in that capacity

on behalf of the Foundation.

Article III Officers

Section 1. Designation of Officers

The Officers of the Foundation shall be a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may from time to time appoint. The Officers shall be chosen from among the Trustees.

Section 2. Terms of Office and Limits

The terms of the President and Vice President will be one (1) year, limited to two (2) successive terms. The Vice President shall succeed the President after the President's final term. The outgoing President shall not serve as an Officer for one (1) year following his final term. The terms of the Treasurer and Secretary will be four (4) years, limited to two (2) successive terms.

Section 3. Election

Officers shall be elected at the Annual Meeting of the Board. Officers shall take office at the close of the meeting at which they are elected.

Section 4. Nomination

Any Trustee may make a nomination for the election of an Officer by submitting such nomination(s) in writing to the Secretary at least twenty (20) days prior to the Annual Meeting. The Secretary shall promptly give written or oral notice of any such nomination(s) to each Trustee and shall give such notice in any event at least five (5) days prior to the Annual Meeting. No additional nominations may be made at the Annual Meeting.

Section 5. President

The President shall be the chief executive officer of the Foundation and shall have general supervision of the business of the Foundation and over its Officers, subject to the control of the Board. The President shall preside at all meetings of the Foundation and of the Board and, in general, shall perform all duties as from time to time may be assigned to him or her by the Board or by any committee authorized by the Board. The President shall have the responsibility of guiding the Board in effectively discharging its responsibilities for the execution of the Foundation's objective as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code, as amended. The President shall sign contracts and agreements in the name of the Foundation. The President shall see that the books, reports, and statements required by the law are properly kept, made, and filed according to law. The President shall enforce these By-Laws and perform all of the duties incident to his or her office and such other duties as from time to time may be required of him or her by the Board. The President shall be an ex-officio member of all committees.

Section 6. Vice President

At the request of the President, or in the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all of the

powers of the President. The Vice President shall also perform such other duties as from time to time may be assigned to him or her by the Board or by any committee authorized by the Board.

Section 7. Secretary

The Secretary shall:

- (a) keep the minutes of all meetings of the Foundation and of the Board in books to be kept for the purpose;
- (b) see that all notices are duly given in accordance with these By-Laws or as required by the law;
- (c) be custodian of the records (other than financial); and
- (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board or by the President.

Section 8. Treasurer

The Treasurer, if required by the Board, shall give a bond for the faithful discharge of his or her duty, in such sum and with such surety or sureties as the Board shall require. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Foundation and deposit all such funds in the name of the Foundation in such depositories as shall be designated by the Board;
- (b) exhibit at all reasonable times his or her books of account and records to any of the Trustees of the Foundation upon application during business hours at the office of the Foundation where such books and records are kept;
- (c) render a statement of the condition of the finances of the Foundation at all regular meetings of the Board and a full financial report at the annual meeting of the Foundation;
- (d) receive, and give receipt for, moneys due and payable to the Foundation from any source whatsoever and, subject to the direction of the Board or of any committee thereunto authorized or of the President, pay out and supervise the disbursement of moneys of the Foundation;
- (e) in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 9. Other Officers

The duties of other Officers who may be appointed by the Board shall be determined by the Board from time to time, as the needs of the Foundation may require.

Section 10. Vacancies

In the event of the death, disability, removal, or resignation of any Officer of the Foundation, the vacancy so created shall be filled by a majority vote of the Board so called for that purpose.

Section 11. Compensation

No compensation shall be paid to any Officer of the Foundation, but the Officers may be reimbursed by the Foundation for their reasonable expenses and disbursements in that capacity on behalf of the Foundation.

**Article IV
Meetings of the Board****Section 1. Regular Meetings of the Board**

The full Board shall meet at least three (3) during each calendar year, in addition to the Annual Meeting. Reasonable notice of the date, time, and place of each such meeting shall be given to each Trustee by mail, telephone, facsimile, e-mail, or personally a minimum of four (4) days prior to the meeting; provided that no notice need be given of any meeting held in accordance with an approved schedule of regular meetings distributed to Trustees.

Section 2. Annual Meeting of the Board

The Annual Meeting of the Board shall generally be held at such time and place as the Board shall designate. Notice of the date, time, and place of the Annual Meeting shall be given to each Trustee by mail, telephone, facsimile, e-mail, or personally at least ten (10) days prior to the meeting by the Secretary.

Section 3. Special Meetings of the Board

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of written request of three (3) Trustees stating the purpose of such meeting. Reasonable notice of the date, time, place, and purpose of each such meeting shall be given to each Trustee by mail, telephone, facsimile, e-mail, or personally a minimum of two (2) days prior to the meeting.

Section 4. Waiver of Notice

No notice of a Trustees' meeting need be given to any Trustee (1) who attends such meeting in person, unless the Trustee at the beginning of the meeting, or promptly upon the Trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting, or (2) who waives such notice in writing executed and filed with the Secretary of the Foundation either before or after such meeting. All waivers shall be made part of the minutes of the meeting.

Section 5. Action in Lieu of Meeting of the Board

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Trustees consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same

force and effect as a vote of Trustees at a duly convened meeting.

Section 6. Place of Meeting

The Board may hold its meetings at such place or places as the Board may from time to time determine or shall be designated in the notice or waivers of notice thereof.

Section 7. Quorum

A majority of the number of Trustees in office immediately before a meeting of the Board begins shall constitute a quorum for the transaction of business at that meeting. In the absence of a quorum for any such meeting, a Trustee present may adjourn such meeting from time to time until a quorum shall be present. Notice of any adjourned meetings need not be given.

Section 8. Voting

The act of a majority of the Trustees then in office shall be the act of the Board unless a greater number is required by these By-Laws or the Trust Agreement.

Section 9. Trustee Participation in Meeting by Telephone

A Trustee or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all Trustees participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 10. Voting By Mail

Elections of Trustees and voting on other matters to come before the Foundation or the Board may be conducted and such actions may be voted upon by mail, in which case the slate of candidates or resolutions on other matters shall be mailed to the Trustees at least two (2) weeks before the closing date for the vote. For purposes of this Section, mail shall include regular mail, express mail, overnight mail, facsimile, messenger, and e-mail, and e-mail shall include an electronic response entered onto a designated website. All ballots must be signed by the voting Trustee unless such Trustee responds by e-mail. Votes shall be timely if the postmark on the envelope or facsimile, or the sent date of the return e-mail, is the closing date for the vote or earlier.

Section 11. Assent

A Trustee of the Foundation who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless (1) the Trustee objects at the beginning of the meeting, or promptly upon the Trustee's arrival, to holding it or transacting business at the meeting; (2) the Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the Trustee delivers written notice of the Trustee's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Foundation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

Article V Committees

Section 1. Board Committees

The Board may appoint committees of one (1) or more Trustees and other family members representing the next generation each to serve at the pleasure of the Board, which committees shall have and may exercise such authority and powers of the Board as shall be specified in the resolution of appointment. These committees shall include Finance, Nominating, Planning, and Governance.

Section 2. Committee Minutes

Each Committee shall keep written minutes of its proceedings and shall report such minutes to the Board upon request. A copy of the written minutes shall be submitted to the Secretary.

Article VI Special Gifts

Two special gifts will be made each year. These gifts will be made from the funds directed by the Trustees listed below in the following rotation:

Year	Special Gift 1	Special Gift 2
2013	Jeffrey Earls	David Earls
2014	John Earls	Allyson Dayak
2015	Mark Griswold	Michael Earls
2016	Christopher Earls	Ross Griswold

Beginning in 2017, the rotation will begin again in the same order of Trustees, unless a change is approved by the Board. If a Trustee fails to make a gift in any given year, he or she forfeits the opportunity to make the gift and will have to wait another four (4) years to make a special gift.

Article VII Conflicting Interest Transactions

The Board has adopted a conflict of interest policy to require disclosure of a potential conflict of interest and to provide a procedure for addressing actual conflicts of interest. The policy applies to Officers, Trustees, and employees of the Foundation. The conflict of interest policy will be reviewed and updated as necessary to comply with the Trust Agreement and the Internal Revenue Code.

Article VIII
Finance and Property

Section 1. Fiscal Year

The fiscal year of the Foundation shall be December 1 through November 30.

Section 2. Approved Signatures

All checks, drafts, and other orders for the payment of money shall be signed by any Officer, Officers, agent, or agents as shall be authorized by the Board.

Section 3. Contracts and Debts

Contracts may be entered into or debts incurred only as directed by resolution of the Board or by its appointed delegate. When the execution of any contract or other instrument has been authorized by the Board without specification of the executing officer, any Officer may execute the same in the name of and on behalf of the Foundation.

Section 4. Contributions, Gifts and Bequests

Contributions, gifts, and bequests may be accepted by the Foundation in accordance with its policies. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board.

By-Laws Adopted: September 11, 2013

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

	Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1	Dragonfly Development Resources Inc.		321 South Main Street, Suit 301	Providence	RI	02903		2/13/2012	20,000	To help fund the Purple Crayon Project (via the Coalition for Learning Disabilities Philanthropy)	20,000	Not to the knowledge of grantor	8/25/13		None necessary
2	Dragonfly Development Resources Inc.		321 South Main Street, Suit 301	Providence	RI	02903		11/20/2012	25,000	To help fund the Purple Crayon Project (via the Coalition for Learning Disabilities Philanthropy)	25,000	Not to the knowledge of grantor	8/25/13		None necessary
3	Dragonfly Development Resources Inc.		321 South Main Street, Suit 301	Providence	RI	02903		9/13/2013	25,000	To help fund the Purple Crayon Project (via the Coalition for Learning Disabilities Philanthropy)	0	Not to the knowledge of grantor	3/31/14 Expected Submission Date		None necessary

Part VII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CINCINNATI OPERA ASSOCIATION

Street

1243 ELM ST MUSIC HALL

City

CINCINNATI

State

OH

Zip Code

45202

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

6,000

Name

CLINICA VERDE

Street

109 CAMINO VISTA

City

ST HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

7,000

Name

CONSPIRARE INC

Street

505 E HUNTLAND DR STE 155

City

AUSTIN

State

TX

Zip Code

78752

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

DIRECT CONNECTIONS TO AFRICA INC

Street

1278 GLENNEYRE STE 47

City

LAGUNA BEACH

State

CA

Zip Code

92651

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Shipping Fund

Amount

10,000

Name

DIRECT CONNECTIONS TO AFRICA INC

Street

1278 GLENNEYRE STE 47

City

LAGUNA BEACH

State

CA

Zip Code

92651

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Basketball Court

Amount

5,000

Name

DRAGONFLY DEVELOPMENT RESOURCES INC

Street

321 S MAIN ST STE 301

City

PROVIDENCE

State

RI

Zip Code

02903

Foreign Country**Relationship**

N/A

Foundation Status

PF

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

25,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FAMILY REENTRY INC

Street

9 MOTT AVE STE 104

City

NORWALK

State

CT

Zip Code

06850

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

25,000

Name

FAMILY REENTRY INC

Street

9 MOTT AVE STE 104

City

NORWALK

State

CT

Zip Code

06850

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Building Purchase Matching Grant Campaign

Amount

50,000

Name

FIRST STEP HOME INC

Street

2203 FULTON AVE

City

CINCINNATI

State

OH

Zip Code

45206

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

FRIENDS OF SHIPLEY NATURE CENTER

Street

17829 GOLDENWEST ST

City

HUNTINGTON BEACH

State

CA

Zip Code

92647

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

FRIENDS OF SHIPLEY NATURE CENTER

Street

17829 GOLDENWEST ST

City

HUNTINGTON BEACH

State

CA

Zip Code

92647

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Shipley's Habitat Program

Amount

10,000

Name

FRIENDS OF THE ST HELENA PUBLIC LIBRARY

Street

PO BOX 171

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FSW INC CT

Street

475 CLINTON AVE

City

BRIDGEPORT

State

CT

Zip Code

06605

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Charitable Event

Amount

1,000

Name

FSW INC CT

Street

475 CLINTON AVE

City

BRIDGEPORT

State

CT

Zip Code

06605

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Charitable Event

Amount

5,000

Name

GREATER BRIDGEPORT COMMUNITY ENTERPRISES INC

Street

1070 PARK AVE

City

BRIDGEPORT

State

CT

Zip Code

06604

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Park City Green Project

Amount

10,000

Name

GREATER KANSAS CITY COMMUNITY FOUNDATION

Street

1055 BROADWAY

City

KANSAS CITY

State

MO

Zip Code

64105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

GREATER KANSAS CITY COMMUNITY FOUNDATION

Street

1055 BROADWAY

City

KANSAS CITY

State

MO

Zip Code

64105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

WaterfireKC Fund

Amount

1,000

Name

HEART OF AMERICA SHAKESPEARE FESTIVAL

Street

3619 BROADWAY

City

KANSAS CITY

State

MO

Zip Code

64111

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Support Romeo and Juliet to Go Performances

Amount

2,800

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HEART OF AMERICA SHAKESPEARE FESTIVAL

Street

3619 BROADWAY

City	State	Zip Code	Foreign Country
KANSAS CITY	MO	64111	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Funding for Hiring a Director of Development to the Festival Staff	50,000

Name

HORIZONS AT GREENS FARMS ACADEMY

Street

35 BEACHSIDE AVE

City	State	Zip Code	Foreign Country
GREEN FARMS	CT	06436	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	5,000

Name

HORIZONS AT GREENS FARMS ACADEMY

Street

35 BEACHSIDE AVE

City	State	Zip Code	Foreign Country
GREEN FARMS	CT	06436	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Charitable Event	500

Name

KANSAS CITY ACTORS THEATRE INC

Street

PO BOX 22510

City	State	Zip Code	Foreign Country
KANSAS CITY	MO	64113	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
General & Unrestricted	5,000

Name

KANSAS CITY COMMUNITY GARDENS INC

Street

6917 KENSINGTON AVE

City	State	Zip Code	Foreign Country
KANSAS CITY	MO	64132	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
The Giving Grove Program	5,000

Name

LINTON INCORPORATED

Street

1241 ELM ST CINCINNATI MUSIC HALL

City	State	Zip Code	Foreign Country
CINCINNATI	OH	45202	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LITERACY CENTER WEST

Street

3208 WARSAW AVE

City

CINCINNATI

State

OH

Zip Code

45205

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

MILLIKIN UNIVERSITY

Street

1184 W MAIN ST

City

DECATUR

State

IL

Zip Code

62522

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Exercise Science & Sport Pavilion

Amount

60,000

Name

NIMBUS ARTS

Street

888 COLLEGE AVE

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

NORTHERN NEW MEXICO RADIO FOUNDATION

Street

6401 S RICHARDS AVE

City

SANTA FE

State

NM

Zip Code

87508

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,645

Name

PHI DELTA KAPPA INTERNATIONAL INC

Street

SCH OF LDSHP ED-UNIV OF SAN DIEGO

City

SAN DIEGO

State

CA

Zip Code

92110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Daniel Burkett Memorial Scholarship Fund

Amount

5,000

Name

POSITIVE DIRECTIONS-THE CENTER FOR PREVENTION AND RECOVERY INC

Street

420 POST RD W

City

WESTPORT

State

CT

Zip Code

06880

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

POSITIVE DIRECTIONS-THE CENTER FOR PREVENTION AND RECOVERY INC

Street

420 POST RD W

City WESTPORT	State CT	Zip Code 06880	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Charitable Event	Amount 500
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Name

POWELL GARDENS INC

Street

1609 NW US HWY 50

City KINGSVILLE	State MO	Zip Code 64061	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 2,500
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Name

POWELL GARDENS INC

Street

1609 NW US HWY 50

City KINGSVILLE	State MO	Zip Code 64061	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution New Equip, Support Shakespeare to Go, Bulbs & Large Planting Pots for the Island Garden, General Fund	Amount 20,000
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Name

PREGNANCY CENTER EAST INC

Street

3944 EDWARDS RD

City CINCINNATI	State OH	Zip Code 45209	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 5,000
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Name

PROSPECT HOUSE INC

Street

682 HAWTHORNE AVE

City CINCINNATI	State OH	Zip Code 45205	Foreign Country
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Relationship N/A	Foundation Status 509(a)(2)
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Purpose of grant/contribution General & Unrestricted	Amount 35,000
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Name

PUBLIC LIBRARY OF CINCINNATI AND HAMILTON COUNTY FOUNDATION

Street

800 VINE ST

City CINCINNATI	State OH	Zip Code 45202	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 5,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SANTA FE ALLIANCE FOR SCIENCE

Street

115 E SUNRISE DR

City

SANTA FE

State

NM

Zip Code

87506

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

ST HELENA MONTESSORI SCHOOL INC

Street

880 COLLEGE AVE

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

43,000

Name

ST MARY'S CHURCH

Street

2853 ERIE AVE

City

CINCINNATI

State

OH

Zip Code

45208

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Capital Development Fund

Amount

10,000

Name

STEPHEN C MCCULLAGH FUND

Street

1478 RAILROAD AVE

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

THE CONNECTICUT AUDUBON SOCIETY INCORPORATED

Street

2325 BURR ST

City

FAIRFIELD

State

CT

Zip Code

06824

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

THE CONNECTICUT AUDUBON SOCIETY INCORPORATED

Street

2325 BURR ST

City

FAIRFIELD

State

CT

Zip Code

06824

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE CONNECTICUT AUDUBON SOCIETY INCORPORATED

Street

2325 BURR ST

City FAIRFIELD	State CT	Zip Code 06824	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Charitable Event			Amount 3,000

Name

UNICORN THEATRE

Street

3828 MAIN ST

City KANSAS CITY	State MO	Zip Code 64111	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution General & Unrestricted			Amount 6,000

Name

UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION

Street

100 THEORY, STE 250

City IRVINE	State CA	Zip Code 92617	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution Orthopaedic Biomechanics Lab in the Department of Orthopaedic Surgery			Amount 15,000

Name

VOCAL ARTS ENSEMBLE OF CINCINNATI

Street

PO BOX 8404

City CINCINNATI	State OH	Zip Code 45208	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution General & Unrestricted			Amount 30,000

Name

WWP INC - WOUNDED WARRIOR PROJECT INC

Street

4899 BELFORT RD, STE 300

City JACKSONVILLE	State FL	Zip Code 32256	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 5,000

Name**Street**

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount