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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation SHERMAN-STANDARD REGISTER FOUNDATION		A Employer identification number 31-6026027			
Number and street (or P O box number if mail is not delivered to street address) 626 ALBANY STREET		B Telephone number (see instructions) (937) 443-1000			
City or town, state, and ZIP code DAYTON, OH 45408		C If exemption application is pending, check here <input checked="" type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,020,742</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			
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)
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,938	3,938		
4 Dividends and interest from securities. . . . .		22,224	22,224		
5a Gross rents . . . . .					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		29,899			
b Gross sales price for all assets on line 6a 290,134					
7 Capital gain net income (from Part IV, line 2) . . .			29,899		
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) . . . . .		44	44		
12 Total. Add lines 1 through 11 . . . . .		56,105	56,105		
Revenue					
13 Compensation of officers, directors, trustees, etc		0	0		0
14 Other employee salaries and wages . . . . .					
15 Pension plans, employee benefits . . . . .					
16a Legal fees (attach schedule) . . . . .					
b Accounting fees (attach schedule) . . . . .		3,250	3,250		0
c Other professional fees (attach schedule) . . . . .		5,488	5,488		0
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions)		1,086	0		0
19 Depreciation (attach schedule) and depletion . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .		14	0		0
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .		9,838	8,738		0
25 Contributions, gifts, grants paid. . . . .		0			0
26 Total expenses and disbursements. Add lines 24 and 25		9,838	8,738		0
Operating and Administrative Expenses					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		46,267			
b Net investment income (if negative, enter -0-)			47,367		
c Adjusted net income (if negative, enter -0-)					

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>					
1	Cash—non-interest-bearing . . . . .	5,907	1,642	1,642	
2	Savings and temporary cash investments . . . . .	7,160	176,648	176,648	
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)				
b	Investments—corporate stock (attach schedule) . . . . .	670,636	626,997	842,452	
c	Investments—corporate bonds (attach schedule) . . . . .	75,317	0	0	
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	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	759,020	805,287	1,020,742	
<b>Liabilities</b>					
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>					
	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24	Unrestricted . . . . .				
25	Temporarily restricted . . . . .				
26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
27	Capital stock, trust principal, or current funds . . . . .	0	0		
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	759,020	805,287		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	759,020	805,287		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	759,020	805,287		

**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	759,020
2	Enter amount from Part I, line 27a . . . . .	2	46,267
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3 . . . . .	4	805,287
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	805,287

**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)
<b>1 a</b>	PUBLICLY TRADED SECURITIES	P		
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)
<b>a</b>	290,134		260,235	29,899
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>				29,899
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b> 29,899
<b>3</b>	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 }		<b>3</b>

**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	54,607	889,907	0 061363
2010	65,094	947,512	0 068700
2009	73,429	921,964	0 079644
2008	74,000	870,725	0 084987
2007	104,079	1,176,146	0 088492
<b>2</b>			<b>2</b> 0 383186
<b>3</b>			<b>3</b> 0 076637
<b>4</b>			<b>4</b> 927,241
<b>5</b>			<b>5</b> 71,061
<b>6</b>			<b>6</b> 474
<b>7</b>			<b>7</b> 71,535
<b>8</b>			<b>8</b> 0

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 <input type="checkbox"/> and enter "N/A" on line 1	1	947
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	947
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	947
6	<b>Credits/Payments</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	680
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	680
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>	9	267
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input type="checkbox"/>	10	
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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
<i>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.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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 <b>Form 990-T</b> for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► ROBERT GINNAN Telephone no ► (937) 443-1000  
 Located at ► 600 ALBANY STREET PO BOX 1167 DAYTON OH ZIP +4 ► 45408

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

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b 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)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here.	1b	
1c 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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
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) ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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.) ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <b>(4)</b> 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). . . . . <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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. . . . . <input type="checkbox"/>		5b
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b

## **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

## 1 List a

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

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account other allowances
See Additional Data Table				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services. . . . .</b>		0

**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 NONE	0
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	
4	
All other program-related investments. See page 24 of the instructions	
5	
6	
<b>Total. Add lines 1 through 3. . . . .</b>	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	845,149
b	Average of monthly cash balances. . . . .	1b	96,212
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	941,361
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	941,361
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	14,120
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	927,241
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	46,362

**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	46,362
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	947
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	947
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	45,415
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	45,415
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	45,415

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

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				45,415
<b>2</b> Undistributed income, if any, as of the end of 2012			0	
<b>a</b> Enter amount for 2011 only. . . . .		0		
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	45,732			
<b>b</b> From 2008. . . . .	30,891			
<b>c</b> From 2009. . . . .	27,684			
<b>d</b> From 2010. . . . .	18,163			
<b>e</b> From 2011. . . . .	10,773			
<b>f Total of lines 3a through e. . . . .</b>	133,243			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 0			0	
<b>a</b> Applied to 2011, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .			0	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	45,415			45,415
<b>6</b> Enter the net total of each column as indicated below:	87,828			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	317			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	87,511			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	30,891			
<b>b</b> Excess from 2009. . . . .	27,684			
<b>c</b> Excess from 2010. . . . .	18,163			
<b>d</b> Excess from 2011. . . . .	10,773			
<b>e</b> Excess from 2012. . . . .				

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

**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) )
  
- 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	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
Name and address (home or business)				
<b>a Paid during the year</b>				
<b>Total</b>			► 3a	0
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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



**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
JOHN Q SHERMAN II  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	PRESIDENT/TRUSTEE 0 25	0	0	0
ROBERT M GINNAN  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	TREASURER/TRUSTEE 0 25	0	0	0
GERARD D SOWAR  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	SECRETARY/TRUSTEE 0 25	0	0	0
ROY W BEGLEY JR  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	TRUSTEE 0 25	0	0	0
CRAIG J BROWN  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	TRUSTEE 0 25	0	0	0
JOSEPH P MORGAN JR  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	TRUSTEE 0 25	0	0	0
DAVID E CLAPPER  600 ALBANY ST PO BOX 1167 DAYTON, OH 45408	TRUSTEE 0 25	0	0	0

## TY 2012 Accounting Fees Schedule

**Name:** SHERMAN-STANDARD REGISTER FOUNDATION

**EIN:** 31-6026027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,250	3,250		0

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** SHERMAN-STANDARD REGISTER FOUNDATION**EIN:** 31-6026027

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE BONDS - SEE ATTACHED STATEMENT	0	0

## TY 2012 Investments Corporate Stock Schedule

**Name:** SHERMAN-STANDARD REGISTER FOUNDATION

**EIN:** 31-6026027

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCKS - SEE ATTACHED STATEMENT	413,806	606,763
MUTUAL FUNDS - SEE ATTACHED STATEMENT	104,314	121,179
PREFERRED STOCKS - SEE ATTACHED STATEMENT	108,877	114,510

## TY 2012 Other Expenses Schedule

**Name:** SHERMAN-STANDARD REGISTER FOUNDATION

**EIN:** 31-6026027

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	14	0		0

## TY 2012 Other Income Schedule

**Name:** SHERMAN-STANDARD REGISTER FOUNDATION**EIN:** 31-6026027

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SETTLEMENT INCOME	44	44	44

## TY 2012 Other Professional Fees Schedule

**Name:** SHERMAN-STANDARD REGISTER FOUNDATION**EIN:** 31-6026027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	5,488	5,488		0

## TY 2012 Taxes Schedule

**Name:** SHERMAN-STANDARD REGISTER FOUNDATION**EIN:** 31-6026027

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	861	0		0
OHIO FILING FEE	225	0		0



## Account Statement

SHERMAN STANDARD REGISTER MAG 20-10-208-0544000

November 1, 2013 - November 30, 2013

### Holdings Detail-Principal Assets

EQUITIES Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
<b>Common Stock</b>								
ACCENTURE PLC FGN COM CL A ACN	150.00	77.47 11/29/13	11,620.50	58.45		8,772.00	2,848.50	2.40
EATON CORP PLC FGN CGW ETN	150.00	72.66 11/29/13	10,899.00	61.47		9,211.50	1,687.50	2.31
XL GROUP PLC FGN CGW XL	385.00	31.98 11/29/13	12,316.15	17.26		6,652.97	5,666.24	1.75
AT&T INC T	180.00	35.21 11/29/13	6,337.80	35.55		6,398.98	-61.18	3.24
AMAZON.COM INC AMZN	30.30	393.62 11/29/13	11,808.60	90.15		2,704.49	9,104.11	3.03
AMERICAN WATER WORKS CO INC AWK	160.00	42.35 11/29/13	6,776.00	29.65		4,744.00	2,032.00	2.64
APF E INC AEP-	30.00	556.07 11/29/13	16,682.10	160.44		4,679.20	11,863.90	3.66
BANK OF NOVA SCOTIA FGN CGW BNS	220.00	61.57 11/29/13	13,545.40	46.11		10,144.18	3,401.22	5.21
CMS ENERGY CORP CMS	330.00	26.54 11/29/13	7,962.00	24.37		7,311.00	651.00	3.06
CATERPILLAR INC DE CAT	120.00	84.60 11/29/13	8,460.00	61.10		6,110.30	2,350.00	2.40
CELENE CORP CELG	80.00	16.77 11/29/13	12,341.60	56.46		4,516.80	6,422.80	0.00
CHEVRON CORP CVX	150.00	122.44 11/29/13	16,366.00	55.79		8,368.45	9,997.55	6.00





# Account Statement

SHERMAN STANDARD REGISTER M/AG 20-10-2013-0544000

November 1, 2013 - November 30, 2013

## Holdings Detail-Principal Assets

EQUITIES		Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Description									
CINCINNATI VACUUM CORP	CINC	180.00	52.45	9,433.80	26.56	4,780.60	4,653.00	302	3.20
COCA COLA CO	KO	300.00	40.9	12,257.00	33.79	10,137.30	1,925.00	336	2.79
COMCASTPHILIPS	CO2	130.00	72.80	9,464.00	53.37	6,930.56	2,533.42	359	3.79
COST-COMMODITY WHOLESALE CORP	COST	60.00	125.43	7,525.80	81.29	4,877.40	2,648.40	74	0.99
DAWNTIDE CORP JEL	DAW	150.00	72.80	11,220.00	61.59	9,238.50	1,981.50	15	0.3
DAVAO C. SAVAN CO	DAV	190.00	70.54	13,402.60	29.37	5,581.30	7,821.60	43	0.06
DS	DS	105.00	23.85	4,650.75	23.26	4,385.70	115.05	78	0.68
EMC CORP	EMC	110.00	72.17	7,958.70	43.57	4,792.60	3,146.01	64	0.81
ENERGEN CORP	EGN	90.00	110.35	9,933.50	79.37	7,143.30	2,780.20	80	0.6
ENERGIZER HOLDINGS INC	ENR	300.00	26.66	7,996.00	16.39	4,826.46	3,169.52	226	2.85
GENERAL ELECTRIC	GE	150.00	74.8	11,221.50	45.46	6,619.30	4,432.50	0.00	0.00
GILDED LINE INC	GIL	10.00	1,059.50	12,595.90	733.24	7,332.40	3,263.50	0.00	0.00
GOOGLE INC	GOOG	150.00	52.68	7,902.00	39.30	5,985.30	1,917.00	90	1.4
HALLIBURTON CO	HAL	340.00	23.84	8,105.60	27.59	9,380.56	-1,274.96	306	3.77
INT'L CORP	INTC	55.00	213.29	11,730.95	110.56	6,097.40	5,633.55	0.00	0.00



# Account Statement

SHERMAN STANDARD REGISTER MAG 20-10-208-0544000

November 1, 2013 - November 30, 2013

## Holdings Detail-Principal Assets

EQUITIES		Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
INTERNATIONAL BUSINESS MACHINES		50.00	179.68	8,984.00	199.76	9,986.30	-1,004.00	190	2.11
JPMORGAN CHASE & CO		230.00	57.22	13,160.60	39.72	9,135.38	4,025.22	350	2.66
JPMORGAN & JOHNSON		140.00	94.66	13,252.40	50.04	7,006.30	6,246.40	370	2.79
JNJ		1129/13							
CRAFT FOODS GROUP INC		200.00	53.12	10,624.00	40.72	8,144.11	2,479.89	420	3.95
GFI		1129/13							
ENVIRO-CORP		200.00	35.76	7,152.00	38.22	7,644.20	-492.00	32	0.45
EN		1129/13							
MASTERCARD INC		15.00	760.8	11,412.15	505.67	7,585.30	3,827.15	36	0.31
COM CLOTHING		1129/13							
MCCORMICK & CO INC		110.00	69.00	7,590.00	58.94	6,483.38	1,106.61	163	2.14
MKC		1129/13							
MCDONALDS CORP		75.00	97.37	7,302.75	89.56	6,716.50	586.25	243	3.33
MCD		1129/13							
MERCK & CO INC		170.00	49.83	8,471.10	39.30	6,680.98	1,790.12	299	3.53
MRK		1129/13							
MICROFICHE INC		140.00	52.19	7,306.60	41.16	5,762.39	1,524.21	154	2.11
MFC		1129/13							
MET		230.00	38.13	8,769.90	30.91	7,109.30	1,660.60	258	2.94
MICROSOFT CORP		1129/13							
MSFT		470.00	31.30	14,711.00	16.64	7,620.33	6,890.67	94	0.64
MORGAN STANLEY		1129/13							
MS		165.00	24.83	4,096.95	46.09	7,604.95	-3,507.90	132	3.22
NEWMONT MINING CORP		1129/13							
NEM		110.00	79.14	8,705.40	46.34	5,097.95	3,607.45	106	1.21
NIKE INC		1129/13							
COM CLOTHING									
NKE									





# Account Statement

SHERMAN STANDARD REGISTER M/AG 20-10-208-0544000

November 1, 2013 - November 30, 2013

## Holdings Detail-Principal Assets

EQUITIES		Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
NORFOLK SOUTHERN CORP NSC		90.00	87.69	7,892.10	71.28	6,415.19	1,477.91	18.7	2.57
OCIC DENTAL PTFE CORP DEI OXW		90.00	91.98	8,546.40	92.22	7,399.80	-146.60	230	2.70
ORACLE CORP ORCL		125.30	35.29	6,821.55	12.79	2,294.05	4,387.50	94	1.36
EPSICO INC PEP		120.00	84.46	6,446.00	46.43	4,648.00	3,595.00	227	2.68
Pfizer Inc PFE		320.00	31.73	9,519.20	22.73	6,518.97	2,700.33	288	3.03
ALLSTATE CORP ALL		150.00	69.61	10,441.50	66.86	10,028.57	412.99	234	2.24
PSAXA INC PSX		75.20	126.26	6,635.20	87.33	751.34	1,324.80	168	1.90
TRICOME PRICE GROUP INC TROW		110.00	80.46	8,850.60	46.27	5,069.82	3,780.97	167	1.63
PRICELINE.COM INC PCLN		10.00	1,132.33	11,923.50	674.44	6,744.44	5,178.90	220	0.20
PROCTER & GAMBLE CO PG		770.20	84.22	14,317.40	50.87	8,647.17	5,670.23	409	2.66
QUALCOMM INC QCOM		17.00	73.58	12,508.60	54.59	9,280.30	3,228.30	238	1.90
AMERIBIOTIC SERVICES INC COM ULA RSG		230.00	34.91	6,329.30	28.57	6,557.30	-472.00	239	2.96
HEWITT ASSOCIATES INC HAWK		80.00	112.00	9,120.00	54.56	4,364.70	4,755.30	200	
STARBUCKS CORP SBUX		140.00	81.46	11,494.40	55.27	7,737.80	3,866.60	145	1.28
THE THERMO FISHER SCIENTIFIC INC TM		110.00	100.86	11,093.50	46.42	5,106.60	5,966.90	66	0.59



# Account Statement

SHERMAN STANDARD REGISTER MAG 20-10-208-0544000

November 1, 2013 - November 30, 2013

## Holdings Detail-Principal Assets

Equities	Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
UNITED PARCEL SERVICE INC		100.00	132.36	13,233.00	78.41	7,840.98	2,397.01	246	2.42
COM GLB UPS		11/29/13							
UNITED TECHNOLOGIES CORP		40.00	110.86	4,434.40	65.60	9,163.60	6,536.80	350	2.13
LTX		11/29/13							
VERIZON COMMUNICATIONS NC VZ		70.00	49.62	3,473.40	43.75	7,437.48	997.92	360	4.27
WELLS FARGO CO		280.00	44.02	12,325.60	33.25	9,310.40	3,015.20	336	2.73
WFC		11/29/13							
<b>Total Common Stock</b>				<b>\$606,763.35</b>			<b>\$413,805.85</b>	<b>\$192,957.50</b>	<b>\$12,272</b> 2.02
Equity mutual funds									
ASTONVAIRPOINTE MID CAP FUND		275.000	46.96	12,914.00	38.57	10,606.75	2,307.25	107	3.83
OPEN-END FUND CL I		11/29/13							
ASMX									
DODGE & COX INTERNATIONAL STOCK FUND		049.215	43.02	45,137.23	32.20	33,780.18	11,357.05	794	1.74
DOAFX		11/29/13							
ISHARES MSCI EMERGING MKTS INDEX FUND		700.000	42.35	29,645.00	42.17	29,517.97	127.03	538	1.82
EEV		11/29/13							
<b>Total Equity mutual funds</b>				<b>\$87,696.23</b>			<b>\$73,904.90</b>	<b>\$13,791.33</b>	<b>\$1,429</b> 1.63
<b>TOTAL EQUITIES</b>				<b>\$694,459.58</b>			<b>\$487,710.75</b>	<b>\$206,748.83</b>	<b>\$13,700</b> 1.97





# Account Statement

SHERMAN STANDARD REGISTER MAG 20-10-208-05440000

November 1, 2013 - November 30, 2013

## Holdings Detail-Principal Assets

FIXED INCOME	Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
<b>Fixed income mutual funds</b>									
IS-AEGIS BAC-CLAS II-5 BOND FUND CLOSED-END FUND -P		300,000	11.161 11/29/13	33,483.70	10.36	30,109.37	3,373.63	500	.49
IS-HAGES S&P JS PREFERRED STOCK CLOSED-END FUND PFE		3,000,000	36.17 11/29/13	114,510.00	36.29	106,876.97	5,633.10	6,135	5.33
Total Fixed income mutual funds				\$147,993.00		\$139,286.27	\$8,706.73	\$6,608	4.46
<b>TOTAL FIXED INCOME</b>				\$147,993.00		\$139,286.27	\$8,706.73	\$6,608	4.46
<b>CASH EQUIVALENTS</b>									
CASH EQUIVALENTS	Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
<b>Money market instruments</b>									
RECEIVED PAYMENT ON GLA UNSHD INST-JUNAL S-ARES FEE: C		78,532.31	11.00 11/29/13	178,592.91	1.00	178,592.91	0.00	40	0.03
Total Money market instruments				\$176,592.91		\$176,592.91	\$0.00	<b>\$40</b>	0.03
<b>TOTAL CASH EQUIVALENTS</b>				\$176,592.91		\$176,592.91	\$0.00	<b>\$40</b>	0.03
Total Principal Assets				<b>\$803,589.93</b>		<b>\$215,455.56</b>	<b>\$20,356</b>	<b>2.00</b>	



# Account Statement

SHERMAN STANDARD REGISTER MAG 20-10-208-0544000

November 1, 2013 - November 30, 2013

## Holdings Detail-Income Assets

CASH EQUIVALENTS Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
<b>Money market instruments</b>								
FEDERATED PRIME CREDITATION FD INSTITUTIONAL SHARES FED 10	55.00	1.20 1/29/13	55.00 · 00	55.00 · 00	55.00 · 00	0.00 0.00	0.00 0.00	0.02 0.02
Total Money market instruments				\$55.00	\$55.00	\$0.00	\$0.00	0.02
<b>TOTAL CASH EQUIVALENTS</b>				\$55.00	\$55.00	\$0.00	\$0.00	0.02
Total Income Assets								

