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

2013

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning May 1, 2013, and ending Apr 30, 2014

Name of foundation

Randolph J. and Estelle M. Dorn Foundation

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

165 East Washington Row

City or town, state or province, country, and ZIP or foreign postal code

Sandusky OH 44870

G Check all that apply:

| | |
|----------------|-------------------------------------------|
| Initial return | Initial Return of a former public charity |
| Final return | Amended return |
| Address change | Name change |

H Check type of organization

| |
|---------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust |
| <input type="checkbox"/> Other taxable private foundation |

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

J Accounting method:

| | |
|------------------------------------------|----------------------------------|
| <input checked="" type="checkbox"/> Cash | <input type="checkbox"/> Accrual |
| <input type="checkbox"/> Other (specify) | |

► \$ 25,585,754. (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) |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| R E V E N U E | 1 Contributions, gifts, grants, etc, received (att sch) | | | | |
| | 2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 486,473. | 486,473. | | |
| | 5 a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6 a Net gain/(loss) from sale of assets not on line 10 | 1,908,159. | | | |
| | b Gross sales price for all assets on line 6a | 11,308,490. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,908,159. | | |
| | 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/(loss) (att sch) | | | | |
| A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11. | 2,394,632. | 2,394,632. | | |
| | 13 Compensation of officers, directors, trustees, etc | 5,200. | | | 5,200. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16 a Legal fees (attach schedule) . L-16a Stmt. | 7,935. | | | 7,935. |
| | b Accounting fees (attach sch) . L-16b Stmt. | 3,547. | | | 3,547. |
| | c Other prof fees (attach sch) . L-16c Stmt. | 195,056. | 91,878. | | 103,178. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) Estimated excise tax payments | 23,000. | | | |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | See attached schedule. | 12,208. | | | 12,208. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 246,946. | 91,878. | | 132,068. |
| | 25 Contributions, gifts, grants paid | 1,030,891. | | | 1,030,891. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1,277,837. | 91,878. | | 1,162,959. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 1,116,795. | | | |
| | b Net investment income (if negative, enter -0-). | | 2,302,754. | | |
| | c Adjusted net income (if negative, enter -0-). | | | | |

| Part III | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | Beginning of year | End of year | |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | | | | | |
| ASSETS | 1 Cash -- non-interest-bearing | | 57,296. | 59,508. | 59,508. |
| | 2 Savings and temporary cash investments | | 1. | 0. | 0. |
| | 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 sch) | | | | |
| | Less: allowance for doubtful accounts | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | | | |
| | 10a Investments — U.S. and state government obligations (attach schedule) | | | | |
| | b Investments — corporate stock (attach schedule). I-10b. Stmt | 23,869,862. | 24,984,446. | 25,526,246. | |
| | c Investments — corporate bonds (attach schedule) | | | | |
| | 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) | 23,927,159. | 25,043,954. | 25,585,754. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | 102,900. | 271,549. | | |
| | 19 Deferred revenue | | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | | |
| | 22 Other liabilities (describe) | | | | |
| | 23 Total liabilities (add lines 17 through 22) | 102,900. | 271,549. | | |
| | 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 | 23,824,259. | 24,772,405. | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| NET ASSETS/DEFICIENCY | 30 Total net assets or fund balances (see instructions) | 23,824,259. | 24,772,405. | | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 23,927,159. | 25,043,954. | | |
| | | | | | |

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 | 23,824,259. |
| 2 Enter amount from Part I, line 27a | 2 | 1,116,795. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 24,941,054. |
| 5 Decreases not included in line 2 (itemize) | 5 | 168,649. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 24,772,405. |

Part IV Capital Gains and Losses for Tax on Investment Income

| | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------|----------------------------------------------|-------------------------------------|
| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
| 1 a SEI Investment Account | | P | Various | Various |
| b SEI Global Managed Vol Fund — capital gain dividends | | P | Various | Various |
| c SEI Core Fixed Income Fund — capital gain dividends | | P | Various | Various |
| d SEI Emerging Markets Debt Fund — capital gain dividends | | P | Various | Various |
| e See Columns (a) thru (d) | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a 10,497,418. | | 9,400,331. | 1,097,087. | |
| b 174,087. | | 0. | 174,087. | |
| c 8,028. | | 0. | 8,028. | |
| d 11,407. | | 0. | 11,407. | |
| e See Columns (e) thru (h) | | 0. | 617,550. | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | (i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) | | |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | | |
| a 0. | 0. | 0. | 1,097,087. | |
| b 0. | 0. | 0. | 174,087. | |
| c 0. | 0. | 0. | 8,028. | |
| d 0. | 0. | 0. | 11,407. | |
| e See Columns (i) thru (l) | | 0. | 617,550. | |
| 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 | 1,908,159. |
| 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 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2012 | 1,055,380. | 23,083,253. | 0.045721 |
| 2011 | 766,491. | 22,436,085. | 0.034163 |
| 2010 | 1,128,084. | 22,220,833. | 0.050767 |
| 2009 | 1,106,910. | 20,465,691. | 0.054086 |
| 2008 | 722,080. | 20,135,409. | 0.035861 |

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0.220598 |
| 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 | 0.044120 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 24,667,166. |
| 5 Multiply line 4 by line 3 | 5 | 1,088,315. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 23,028. |
| 7 Add lines 5 and 6 | 7 | 1,111,343. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,162,959. |

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

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

| | | | | | | |
|-----|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------------------------------------------------|----|---------|--|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here | <input type="checkbox"/> | and enter 'N/A' on line 1 | | | |
| | Date of ruling or determination letter | | (attach copy of letter if necessary – see instrs) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here | <input checked="" type="checkbox"/> | and enter 1% of Part I, line 27b | 1 | 23,028. | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. | |
| 3 | Add lines 1 and 2 | | | 3 | 23,028. | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 23,028. | |
| 6 | Credits/Payments: | | | | | |
| a | 2013 estimated tax pmts and 2012 overpayment credited to 2013 | 6 a | 25,157. | | | |
| b | Exempt foreign organizations – tax withheld at source | 6 b | | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6 c | 0. | | | |
| d | Backup withholding erroneously withheld | 6 d | | | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 25,157. | | | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 21. | | | |
| 9 | Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 2,108. | | | |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax | 2,108. | Refunded | 11 | | |

Part VII **Statements Regarding Activities**

| | | | | |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----|----|
| 1 a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | <input type="checkbox"/> | Yes | No |
| 1 b | | <input checked="" type="checkbox"/> | | |
| 1 c | | <input checked="" type="checkbox"/> | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | <input type="checkbox"/> | | |
| 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 | <input type="checkbox"/> | | |
| 4 a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input type="checkbox"/> | | |
| b | If 'Yes,' has it filed a tax return on Form 990-T for this year? | <input type="checkbox"/> | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | <input type="checkbox"/> | | |
| 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? | <input type="checkbox"/> | | |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. | <input type="checkbox"/> | | |
| 8 a | Enter the states to which the foundation reports or with which it is registered (see instructions) | | | |
| | OH – Ohio | | | |
| b | If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If 'No,' attach explanation | <input type="checkbox"/> | | |
| 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV | <input type="checkbox"/> | | |
| 10 | Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | <input type="checkbox"/> | | |

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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? | 13 | X |
| Website address ► N/A | | | |
| 14 | The books are in care of ► M. J. Stauffer Located at ► 165 East Washington Row, Sandusky, OH ZIP + 4 ► 44870-2610 | Telephone no ► (419) 625-8324 | |
| 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 2013, 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? | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ► | | | |

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

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

| | | Yes | No |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|
| 1 a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) | Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 1 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)? | | X |
| Organizations relying on a current notice regarding disaster assistance check here ► | | | |
| 1 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 2013? | | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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) | | |
| 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 _ _ | | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If 'Yes,' did it have excess business holdings in 2013 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 2013) | | |
| 3 b | | | |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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 2013? | | |
| 4 b | | | X |

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

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

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

5 b *N/A*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).*6 a 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?

6 b X*If 'Yes' to 6b, file Form 8870.*7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

7 b **Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

None

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------|------------------|
| Flynn, Py & Kruse, LPA 165 East Washington Row, Sandusky, | Legal, administrative and accounting services and tax preparation | 128,694. |
| ----- | ----- | ----- |
| ----- | ----- | ----- |
| ----- | ----- | ----- |
| ----- | ----- | ----- |
| ----- | ----- | ----- |
| ----- | ----- | ----- |
| Total number of others receiving over \$50,000 for professional services | | None |

Part IX-A **Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | | Expenses |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------|
| 1 | N/A | |
| 2 | ----- | 0. |
| 3 | ----- | ----- |
| 4 | ----- | ----- |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|-------------|
| 1 None | |
| ----- | 0. |
| 2 None | |
| ----- | 0. |
| All other program-related investments. See instructions. | |
| 3 None | |
| ----- | 0. |
| Total. Add lines 1 through 3 | None |

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Form 990-PF (2013)

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

| | | | |
|---|--------------------------------------------------------------------------------------------------------------|-----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes | | |
| a | Average monthly fair market value of securities | 1 a | 24,989,763. |
| b | Average of monthly cash balances | 1 b | 53,045. |
| c | Fair market value of all other assets (see instructions) | 1 c | |
| d | Total (add lines 1a, b, and c) | 1 d | 25,042,808. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 25,042,808. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 375,642. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 24,667,166. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,233,358. |

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

| | | | |
|-----|----------------------------------------------------------------------------------------------------|-----|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,233,358. |
| 2 a | Tax on investment income for 2013 from Part VI, line 5 | 2 a | 23,028. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 23,028. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,210,330. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 1,210,330. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,210,330. |

Part XII **Qualifying Distributions** (see instructions)

| | | | |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes. | | |
| a | Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 | 1 a | 1,162,959.. |
| b | Program-related investments — total from Part IX-B. | 1 b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,162,959. |
| 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 | 23,028. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,139,931. |

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 2012 | (c) 2012 | (d) 2013 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 1,210,330. |
| 2 Undistributed income, if any, as of the end of 2013 | | | 400,963. | |
| a Enter amount for 2012 only | | | | |
| b Total for prior years 20 20 20 | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | 0. | | | |
| b From 2009 | 0. | | | |
| c From 2010 | 0. | | | |
| d From 2011 | 0. | | | |
| e From 2012 | 0. | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,162,959. | | | | |
| a Applied to 2012, but not more than line 2a | | | 400,963. | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required — see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 761,996. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 448,334. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | 0. | | | |
| b Excess from 2010 | 0. | | | |
| c Excess from 2011 | 0. | | | |
| d Excess from 2012 | 0. | | | |
| e Excess from 2013 | 0. | | | |

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| a Paid during the year See attached schedule. | N/A | See Schedule | See schedule. | 1,030,891. |
| Total | | | ► 3 a | 1,030,891. |
| b Approved for future payment See attached schedule. | N/A | See Schedule | See schedule. | 271,549. |
| Total | | | ► 3 b | 271,549. |

Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies . . . | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments . . . | | | | | |
| 4 Dividends and interest from securities | | | | 14 | 486,473. |
| 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 | 1,908,159. |
| 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) | | | | 2,394,632. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 2,394,632. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |

(See worksheet in line 13 instructions to verify calculations.)

Part XVIB Relationship of Activities to the Accomplishment of Exempt Purposes

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.) |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Not applicable. | |
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
(2) Other assets

b Other transactions

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

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

• Yes No

b If 'Yes,' complete the following schedule.

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

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

**Sign
Here**

W. H. M. President / Trustee | 10/9/14
Signature of officer or trustee Date

President/Trustee
Title

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

| | | | | | |
|---------------------------------------|------------------------------------------------------------|------------------------------------------------------|-----------------------------|-------------------------------------------------|------------------------------|
| Paid Preparer Use Only | Print/Type preparer's name Mary Jane S. Hill | Preparer's signature <i>Mary Jane S. Hill</i> | Date 10.21.14 | Check <input type="checkbox"/> if self-employed | PTIN P00093585 |
| | Firm's name ► FLYNN PY AND KRUSE CO LPA | Firm's EIN ► 34-1114934 | | | |
| | Firm's address ► 165 E WASHINGTON ROW | Phone no (419) 625-8324 | | | |
| SANDUSKY | OH 44870 | | | | |

BAA

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
EIN: 23-7099592
2013 Form 990PF
Fiscal Year May 1, 2013 - April 30, 2014

SCHEDULES ATTACHED:

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

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

Part IV - Capital Gains and Losses

Part VII-A, Line 8b - Explanation
VII-A, Line 12 - Statement

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

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

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

Columns (a) thru (d)

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------|-------------------------------------------|
| SEI Dynamic Asset Allocation Fund - capital gain dividends | P | Various | Various |
| SEI US Managed Vol Fund - capital gain dividends | P | Various | Various |
| SEI Small/Mid Cap Equity Fund - capital gain dividends | P | Various | Various |
| SEI Large Cap Discpl Equity Fund - capital gain dividends | P | Various | Various |
| SEI High Yield Bond Fund - capital gain dividends | P | Various | Various |
| Mutual Fund Investment - Franklin Templeton Class Action Settlement | P | Various | Various |
| Key Bank - Health South Class Action Settlement | P | Various | Various |
| World Com Settlement Fund - Class Action Settlement | P | Various | Various |

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

Columns (e) thru (h)

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------------|-----------------------------------------------|----------------------------------------------------|-------------------------------------------------|
| 24,995. | | 0. | 24,995. |
| 211,906. | | 0. | 211,906. |
| 252,773. | | 0. | 252,773. |
| 106,231. | | 0. | 106,231. |
| 21,200. | | 0. | 21,200. |
| 193. | | 0. | 193. |
| 128. | | 0. | 128. |
| 124. | | 0. | 124. |
| Total | | 0. | 617,550. |

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

Columns (i) thru (l)

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h)) |
|------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| 0. | 0. | 0. | 24,995. |
| 0. | 0. | 0. | 211,906. |
| 0. | 0. | 0. | 252,773. |
| 0. | 0. | 0. | 106,231. |
| 0. | 0. | 0. | 21,200. |
| 0. | 0. | 0. | 193. |
| 0. | 0. | 0. | 128. |
| 0. | 0. | 0. | 124. |
| Total | | 0. | 617,550. |

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| Flynn, Py & Kruse, LPA | Legal Services | 7,935. | | | 7,935. |
| Total | | <u>7,935.</u> | | | <u>7,935.</u> |

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|----------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| Flynn, Py & Kruse | Accounting/Tax Preparation | 3,547. | | | 3,547. |
| Total | | <u>3,547.</u> | | | <u>3,547.</u> |

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| SEI | Management Fees | 73,461. | 73,461. | | |
| SEI | Trust Services | 4,383. | 3,506. | | 877. |
| Flynn, Py & Kruse | Other-Adm. Services | 117,212. | 14,911. | | 102,301. |
| Total | | <u>195,056.</u> | <u>91,878.</u> | | <u>103,178.</u> |

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

| Line 10b - Investments - Corporate Stock: | End of Year | |
|-------------------------------------------|--------------------|--------------------|
| | Book Value | Fair Market Value |
| See attached schedule | 24,984,446. | 25,526,246. |
| Total | <u>24,984,446.</u> | <u>25,526,246.</u> |

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR FORM 990-PF
F/Y - 5/01/2013 - 04/30/2014

PART I, Line 23

| | | |
|------------------------|---------------------------------------|--------------------|
| <u>Other expenses:</u> | 1. Ohio filing fee | \$ 200.00 |
| | 2. Bank wire transfer fees | 105.00 |
| | 3. Secretarial/administrative expense | <u>11,903.33</u> |
| | Total other expenses | <u>\$12,208.33</u> |

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION - #23-7099592
Fiscal Year - May 1, 2013 - April 30, 2014

PART II, Line 10b

Investments - Securities:

| <u>Description</u> | <u>Shares</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|------------------------------------------------------------------------------------|---------------|-------------------------------|-------------------------------|
| 1. SEI Account: | | | |
| SEI Dynamic Asset Allocation Fund (CUSIP: 783980683) | 111,110.587 | \$1,211,955.53 | \$1,567,770.38 |
| SEI Large Cap Disciplined Equity Fund (SCPAX) (CUSIP #783980824) | 128,170.749 | 1,532,982.61 | 1,849,503.91 |
| SEI Small/Mid Cap Equity Fund (SSMAX) (CUSIP #783980816) | 99,798.256 | 1,261,001.71 | 1,533,899.19 |
| SEI U.S. Managed Vol Fund (SVYAX) (CUSIP #783980725) | 186,023.937 | 2,685,898.45 | 2,699,207.33 |
| SEI Core Fixed Income Fund #285 (SCOAX) (CUSIP #783980204) | 192,468.713 | 1,980,455.81 | 2,009,373.36 |
| SEI Institutional Investment Trust High Yield Bond Fund (SGYAX) (CUSIP #783980303) | 130,714.605 | 1,217,474.52 | 1,296,688.88 |
| SEI Short Term Duration Govt Fd #45 TCSGX (CUSIP #783965858) | 69,551.602 | 731,682.97 | 730,291.82 |
| SEI Sii Opportunistic Income Fund-A (CUSIP #783980717) | 151,919.653 | 1,240,104.43 | 1,256,375.53 |
| Sii Emerging Markets Debt Fund (SEDAX) (CUSIP #783980758) | 93,307.893 | 1,008,290.63 | 968,535.93 |
| Sii Multi Asset Real Return Fund (CUSIP #783980667) | 267,925.972 | 2,603,793.88 | 2,478,315.24 |
| Sii World Equity Ex-US Fund (WEUSX) (CUSIP #783980774) | 138,882.086 | 1,706,542.20 | 1,745,747.82 |
| Emerging Markets Equity Fund (SIEMX) (CUSIP 78411R703) | 88,864.217 | 974,686.53 | 940,183.42 |
| Global Managed Vol Fund (SVTAX) (CUSIP 783925415) | 349,865.999 | 3,969,130.99 | 3,845,027.33 |
| SEI Offshore Opportunity Fund (CUSIP #999990P24) | 2,661.391 | 2,672,757.76 | 2,508,855.77 |
| 2. First Citizens Banc Corp Common stock | 11,000.00 | <u>187,687.50</u> | <u>96,470.00</u> |
| Total Securities | | <u>\$24,984,445.52</u> | <u>\$25,526,245.91</u> |

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2013 FORM 990-PF

PART VII-A - Statements Regarding Activities

Line 8b -

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

PART VII-A - Statements Regarding Activities

Line 12 -

The Randolph J. And Estelle M. Dorn Foundation made a gift of \$200,000.00 to the Erie County Community Foundation (fna The Sandusky Erie County Community Foundation) (the Community Foundation) for deposit to its Randolph J. and Estelle M. Dorn Special Donor Advised Fund. The Dorn Foundation is currently the Advisor for this Fund. This gift is listed on the schedule attached for Part XV hereof (Grants and Contributions Paid During the Year) and has been treated as a qualifying distribution. Grant recommendations for charitable contributions to be paid from the Randolph J. And Estelle M. Dorn Special Donor Advised Fund may be made by the Dorn Foundation as Advisor. These charitable contributions will be used to accomplish a charitable purpose as described in IRC Section 170(c)(2)(B). During the Foundation's 04/30/2014 fiscal year, grant payments totaling \$42,299 were recommended to be paid from the Randolph J. and Estelle M. Dorn Foundation Special Donor Advised fund to the following seven charitable organizations: Erie County 4-H Camp, Nehemiah Partners of Sandusky, City of Sandusky Recreation Department, Heartbeat of Sandusky, Sandusky Bay Rowing Association, Sts. Peter and Paul Catholic Church and Back to the Wild. The Community Foundation approved all such recommendations and the recommended grants were paid.

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2013 FORM 990-PF

PART VIII, Line 1

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

| (A) <u>Name and Address</u> | (B) Title and Average hours per week Devoted to Position | @ Contributions to employee benefit plans | (D) Expense acct. other allowances | (E) Compensation | |
|-------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------|---------------------------------------------|---------------------|--|
| | | | | Part time | |
| M. J. Stauffer 165 East Washington Row Sandusky, Ohio 44870 | President Trustee Part time | None | None | None | |
| David F. Reid 1021 Roy Drive Lakewood, OH 44107 | Vice President Trustee Part time | None | None | 2,600.00 | |
| Mary Jane Hill 165 East Washington Row Sandusky, Ohio 44870 | Vice President/ Secretary/Trustee Part time | None | None | None | |
| Bobbie J. Hummel 7309 West Mason Road Sandusky, Ohio 44870 | Treasurer Trustee Part time | None | None | None | |
| John O. Bacon 120 Marina Point Drive Sandusky, Ohio 44870 | Trustee | None | None | 2,600.00 | |

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2013 FORM 990-PF

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

| <u>Name and Address</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|-------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------|---------------|
| AARP Foundation c/o 2217 Meter Road Marblehead, OH 43440 | Public Charity | Computers and Printer | \$2,654.00 |
| American Red Cross Firelands Chapter 300 Central Avenue Sandusky, Ohio 44870 | Public Charity | Firelands Aquatics Program | 7,000.00 |
| Back to the Wild 4504 Bardshar Road P. O. Box 423 Castalia, Ohio 44824 | Public Charity | Renovations/additions to animal housing | 5,000.00 |
| Black Swamp Conservancy Lake Erie Islands Chapter P. O. Box 461 Put-in-Bay OH 43456 | Public Charity | Operations | 500.00 |
| Boy Scouts of America Heart of Ohio Council P. O. Box 368 Ashland, Ohio 44805 | Public Charity | "At-Risk" Scoutreach programs in Erie County | 5,000.00 |
| Boys and Girls Club of Sandusky 431 Columbus Avenue Sandusky, Ohio 44870 | Public Charity | General Operating | 35,000.00 |
| Care and Share of Erie County 241 Jackson Street Sandusky, Ohio 44870 | Public Charity | For operations | 10,000.00 |
| Central Catholic Athletic Boosters P. O. Box 2231 Sandusky, Ohio 44870 | Public Charity | Indoor Batting Cage | 5,000.00 |
| Cleveland Museum of Art 11150 E Blvd. University Circle Cleveland, Ohio 44109 | Public Charity | General Operating | 10,000.00 |
| Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870 | Public Charity | Economic development in Erie County for 2013 | 15,000.00 |
| Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870 | Public Charity | RISE Program | 9,000.00 |

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

| <u>Name and Address</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------------------------------------|---------------|
| Erie County CASA 141 E Water St. Suite 208 Sandusky, Ohio 44870 | Public Charity | General Operating | 5,000.00 |
| Erie County Community Foundation formerly known as Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | For establishing Sandusky Education Foundation Donor Advised Fund | 10,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | 2013 Community Competitive Grants | 25,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | 2014 Community Competitive Grants | 25,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Donor Advised Fund Challenge Grant | 200,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Summer Internship Initiative | 3,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Edison Birthplace Museum windstorm damage | 500.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Imagination Library | 5,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Second Harvest Capital Campaign | 10,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Office Equipment | 5,067.94 |
| Erie County Metropolitan Housing Authority 322 Warren Street Sandusky, Ohio 44870 | Government Entity | Bayshore Towers Security | 5,000.00 |
| Erie Shore Network Inc. 326 East Market Street Sandusky, Ohio 44870 | Public Charity | EHOVE basic computer class for disabled members | 3,500.00 |
| Firelands Christian Academy P. O. Box 334 Sandusky, Ohio 44870 | Public Charity | Tuition Assistance Program | 2,500.00 |

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

| <u>Name and Address</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------------------------|---------------|
| Firelands Habitat for Humanity 7602 Milan Road Sandusky, Ohio 44870 | Public Charity | Forklift, heating and electrical equipment | 5,000.00 |
| Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870 | Public Charity | Support for 2013-2014 Season | 50,000.00 |
| The Gathering Place 800 Sharon Drive Westlake, Ohio 44145 | Public Charity | General Operating/ program support | 15,000.00 |
| Harlequins P. O. Box 1582 Sandusky, Ohio 44870 | Public Charity | Signage | 2,000.00 |
| Hayes Presidential Museum Spiegel Grove Fremont, OH 43420 | Public Charity | Monthly newsletter, GroveFest and permanent exhibit galleries | 15,000.00 |
| Humane Society of Erie County 1911 Superior Street Sandusky, Ohio 44870 | Public Charity | Security System | 680.55 |
| Huron Playhouse Inc. 304 Williams St., Suite F Huron, Ohio 44839 | Public Charity | Secure Production Rights for 2014 Season and general operating | 35,000.00 |
| Junior Achievement of Northwestern Ohio Erie County Division 4918 Milan Road Sandusky, Ohio 44870 | Public Charity | Operating expenses | 5,000.00 |
| KinShip 3920 Perkins Avenue Sandusky, Ohio 44870 | Public Charity | General Operating | 10,000.00 |
| Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870 | Public Charity | General Operating | 7,500.00 |
| Mint Theater Company Inc. 311 West 43 rd Street #307 New York, New York 10036 | Public Charity | General Operating | 10,000.00 |
| Museum of Carousel Art and History 301 Jackson Street Sandusky, Ohio 44870 | Public Charity | Roof, boiler, parking lot resurfacing projects | 20,000.00 |
| Ohio Foundation of Independent 250 E. Broad Street Suite 1700 Columbus, Ohio 43215 | Public Charity | College scholarships fbo students residing in Erie County, Ohio | 5,000.00 |

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

| <u>Name and Address</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|---------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------------|---------------|
| Ohio State University Extension 2900 South Columbus Avenue Sandusky, Ohio 44870 | Government Entity | Erie County 4-H Programs | 2,750.00 |
| Safe Harbour Domestic Violence Shelter P. O. Box 2616 Sandusky, Ohio 44870 | Public Charity | First Response Program/ Violence No More Program | 20,000.00 |
| Sts. Peter & Paul Catholic Church 510 Columbus Avenue Sandusky, Ohio 44870 | Public Charity | General Operating | 6,000.00 |
| Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870 | Government Entity | Marketing for recruitment and student retention | 25,000.00 |
| Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870 | Government Entity | Annual Community Safety Celebration | 2,500.00 |
| Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870 | Government Entity | Dorn Fellowship Series | 50,000.00 |
| Sandusky City School District 407 Decatur Street Sandusky, Ohio 44870 | Government Entity | Pre-Kindergarten Education | 50,000.00 |
| Sandusky Concert Association P. O. Box 1537 Sandusky, Ohio 44870 | Public Charity | Support for 2013/2014 Season | 5,000.00 |
| Sandusky Cultural Center 2130 Hayes Avenue Sandusky, Ohio 44870 | Government Entity | Operating Support | 5,000.00 |
| Sandusky Junior Sailors P. O. Box 814 Sandusky Ohio 44870 | Public Charity | Learn to Sail Program $\frac{1}{2}$ cost of boat and engine | 5,500.00 |
| Sandusky Library 114 West Adams Street Sandusky, Ohio 44870 | Public Charity | Early Learning Initiative | 10,000.00 |
| Sandusky Library 114 West Adams Street Sandusky, Ohio 44870 | Public Charity | Digital Media initiative | 25,000.00 |

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

| <u>Name and Address</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|----------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------|---------------|
| Sandusky Main Street Association 300 East Market Street Sandusky, Ohio 44870 | Public Charity | Strategic Parking/ Implementation Plan | 20,000.00 |
| Sandusky Main Street Association 300 East Market Street Sandusky, Ohio 44870 | Public Charity | One-half of option extension of East Water Street project | 6,000.00 |
| Sandusky Main Street Association 300 East Market Street Sandusky, Ohio 44870 | Public Charity | One-half option environmental study East Water Street property | 250.00 |
| Sandusky State Theatre 107 Columbus Avenue Sandusky, Ohio 44870 | Public Charity | For general operating expenses | 140,625.00 |
| Second Harvest Food Bank of North Central Ohio 7445 Deer Trail Lane Lorain, Ohio 44053 | Public Charity | General Operating/ Harvest for Hunger Program to benefit Erie County residents | 3,000.00 |
| Stella Marris 1320 Washington Avenue Cleveland, Ohio 44113 | Public Charity | For operations | 10,000.00 |
| Stein Hospice 1200 Sycamore Line Sandusky, Ohio 44870 | Public Charity | Charity Care Program | 10,000.00 |
| Trust for Public Land 1621 Euclid Avenue Suite 1600 Cleveland, Ohio 44115 | Public Charity | Educational Material | 10,000.00 |
| United Way of Erie County, Inc. 416 Columbus Avenue Sandusky, Ohio 448709 | Public Charity | 2013-2014 Annual Campaign | 15,000.00 |
| Victory Temple Soup Kitchen 1613 Hayes Avenue Sandusky, Ohio 44870 | Public Charity | General Operating | 2,500.00 |
| Victory Temple Soup Kitchen 1613 Hayes Avenue Sandusky, Ohio 44870 | Public Charity | Tables, chairs and kitchen equipment | 4,574.00 |
| The Volunteer Center 174 East Market Street Sandusky, Ohio 44870 | Public Charity | Increase visibility, scope and impact of The Volunteer Center | 8,000.00 |

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

| <u>Name and Address</u> | <u>Foundation</u> <u>Status of</u> <u>Recipient</u> | <u>Purpose of Grant or</u> <u>Contribution</u> | <u>Amount</u> |
|-----------------------------------------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------|-----------------------|
| Western Reserve Land Conservancy 3850 Chagrin River Road Moreland Hills, OH 44022 | Public Charity | Vacant Property survey in the City of Sandusky | <u>10,290.00</u> |
| Total grants and contributions paid during the year | | | <u>\$1,030,891.49</u> |

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2013 FORM 990-PF

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

| <u>Name and Address</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|--------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|---------------------|
| Care and Share of Erie County Public Charity 241 Jackson Street Sandusky, Ohio 44870 | | For Operations | \$12,500.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | 2014 Competitive Grants | 25,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Second Harvest Capital | 40,000.00 |
| Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870 | Public Charity | Donor Advised Fund Challenge | <u>194,048.87</u> |
| Total grants and contributions approved for future payment | | | <u>\$271,548.87</u> |