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

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation			A Employer identification number
	THE S.K. WELLMAN FOUNDATION			34-6520032
	Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see page 10 of the instructions)
	1801 EAST 9TH STREET		920	EXT 108 (216) 621-1180
City or town, state, and ZIP code			C If exemption application is pending, check here <input type="checkbox"/>	
CLEVELAND, OH 44114			D 1. Foreign organizations, check here <input type="checkbox"/>	
2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>				
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>				
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input 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
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,588,299.	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)	

Revenue	(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 type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	3,473	3,473	3,473	
4 Dividends and interest from securities	131,188	131,188	131,188	ATCH 1
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	-129,098			
b Gross sales price for all assets on line 6a 2,385,922.				
7 Capital gain net income (from Part IV, line 2)				
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)				
12 Total Add lines 1 through 11	5,563	134,661	134,661	
13 Compensation of officers, directors, trustees, etc	36,000			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	25,600	12,800	0	12,800
c Other professional fees (attach schedule)	34,144	17,072		17,072
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) * * *	2,438	2,438	2,438	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) [5]	200			200
24 Total operating and administrative expenses.				
Add lines 13 through 23	98,382	32,310	2,438	30,072
25 Contributions, gifts, grants paid	450,000			450,000
26 Total expenses and disbursements Add lines 24 and 25	548,382	32,310	2,438	480,072
27 Subtract line 26 from line 12	-542,819			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		102,351		
c Adjusted net income (if negative, enter -0-)			132,223	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	768,178.	219,605.	219,605.
	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 16 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			
Assets	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	3,411,671.	3,917,968.	4,368,389.
	c Investments - corporate bonds (attach schedule) ATCH 7	1,477,349.	976,806.	1,000,305.
	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)	5,657,198.	5,114,379.	5,588,299.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,657,198.	5,114,379.	
	30 Total net assets or fund balances (see page 17 of the instructions)	5,657,198.	5,114,379.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,657,198.	5,114,379.	

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	5,657,198.
2 Enter amount from Part I, line 27a	2	-542,819.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,114,379.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,114,379.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-129,098.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the 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 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))
2008	641,387.	6,153,180.	0.104237
2007	659,853.	7,488,812.	0.088112
2006	610,829.	7,205,340.	0.084774
2005	575,792.	7,123,714.	0.080828
2004	519,855.	6,999,743.	0.074268
2			0.432219
3			0.086444
4			4,968,337.
5			429,483.
6			1,024.
7			430,507.
8			480,072.

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 on page 18

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 . . .	1,024.
b	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	
c	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	
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-) . . .	1,024.
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments:	
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 3,600.
b	Exempt foreign organizations-tax withheld at source	6b 0.
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.
d	Backup withholding erroneously withheld	6d 0.
7	Total credits and payments Add lines 6a through 6d	7 3,600.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	0.
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	2,576.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 11	2,576. Refunded ► 11

Part VII-A Statements Regarding Activities

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?	Yes X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X
<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>		
1c	Did the foundation file Form 1120-POL for this year?	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	
	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X
<i>If "Yes," attach a detailed description of the activities</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X
<i>If "Yes," attach the statement required by General Instruction T</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	
	• By language in the governing instrument, or	
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► OH,	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 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 ► LAURENCE BARTELL Telephone no. ► 216-621-1180
Located at ► 1801 E. 9TH ST. #920 CLEVELAND, OH ZIP + 4 ► 44114

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

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
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/>		
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 2009?		
1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 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 2009)		
3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2009?		
4a		X
4b		X

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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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input checked="" type="checkbox"/>			
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 checked="" type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	X
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 page 22 of the 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
SUSANNE W. O'GARA 1801 MANDEVILLE CANYON RD.	TRUSTEE 25	0.	0.	0.
FRANKLIN B. FLOYD 2545 S.O.M. CENTER RD.	TRUSTEE 25	0.	0.	0.
ETHEL PEARSON P.O. BOX 32554	SECRETARY 20.00	36,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ►

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation

NOT APPLICABLE

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 THE FOUNDATION'S CHARITABLE ACTIVITY IS TO PROVIDE GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. DURING 2009 THE FOUNDATION MADE GRANTS TO 70 ORGANIZATIONS.

2

3

4

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NOT APPLICABLE

2

All other program-related investments See page 24 of the instructions

3 NONE

Tot

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,573,262.
b	Average of monthly cash balances	1b	470,735.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	5,043,997.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,043,997.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	75,660.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,968,337.
6	Minimum investment return. Enter 5% of line 5	6	248,417.

Part XI Distributable Amount (see page 25 of the 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	248,417.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,024.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,024.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	247,393.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	247,393.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	247,393.

Part XII Qualifying Distributions (see page 25 of the 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	480,072.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	480,072.
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 page 26 of the instructions)	5	1,024.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	479,048.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				247,393.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	173,742.			
b From 2005	225,966.			
c From 2006	260,606.			
d From 2007	305,184.			
e From 2008	340,464.			
f Total of lines 3a through e	1,305,962.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 480,072.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				247,393.
e Remaining amount distributed out of corpus	232,679.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,538,641.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	173,742.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,364,899.			
10 Analysis of line 9:				
a Excess from 2005	225,966.			
b Excess from 2006	260,606.			
c Excess from 2007	305,184.			
d Excess from 2008	340,464.			
e Excess from 2009	232,679.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE				
<p>a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►</p> <p>b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)</p>				
Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

NONE

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

NONE

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 page 28 of the 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

ATTACHMENT 8

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

NONE REQUIRED

c Any submission deadlines:

DECEMBER 31

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

ATTACHMENT 9

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)				
a Paid during the year				
ATTACHMENT 10				
Total.			► 3a	450,000.
b Approved for future payment				
Total.			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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)					

12 Subtotal Add columns (b), (d), and (e) . . .

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

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

NOT APPLICABLE

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

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule

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

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

→ Ethel Pearson

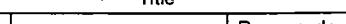
5-8-10

Secretary

Signature of officer or trustee

10

Title

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	 Preparer's signature		Date	Check if self-employed <input type="checkbox"/>
	 Firm's name (or yours if self-employed), address, and ZIP code		 SUSTIN, BARTELL & WALDMAN, LTD. 1801 EAST 9TH STREET #920 CLEVELAND, OH	 EIN  34-1748861 44114 Phone no 216-621-1180
Preparer's identifying number (See Signature on page 6 of the Instructions)				

Form 990-PF (2009)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
209,631.		KEYBANK SHORT TERM SALES PROPERTY TYPE: SECURITIES 291,717.				P	VAR -82,086.	VAR
4,123.		SECURITIES SETTLEMENTS PROPERTY TYPE: SECURITIES 0.				P	VAR 4,123.	VAR
2,172,168.		KEYBANK LONG TERM SALES PROPERTY TYPE: SECURITIES 2,223,303.				P	VAR -51,135.	VAR
TOTAL GAIN(LOSS)							<u>-129,098.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>NET INVESTMENT INCOME</u>
KEYBANK - STOCK DIVIDENDS	117,988.	117,988.	117,988.
KEYBANK - BOND INTEREST	13,200.	13,200.	13,200.
TOTAL	<u><u>131,188.</u></u>	<u><u>131,188.</u></u>	<u><u>131,188.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	25,600.	12,800.	12,800.	12,800.
TOTALS	<u>25,600.</u>	<u>12,800.</u>	<u>0.</u>	<u>12,800.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK TRUSTEE/CUSTODIAL FEES	34,144.	17,072.	17,072.
TOTALS	<u>34,144.</u>	<u>17,072.</u>	<u>17,072.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FOREIGN TAXES	2,438.	2,438.	2,438.
TOTALS	<u>2,438.</u>	<u>2,438.</u>	<u>2,438.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	
OHIO FEE	<u>200.</u>

REVENUE
AND
EXPENSES
PER BOOKS

<u>TOTALS</u>	
	<u>200.</u>

CHARITABLE
PURPOSES
200.

200.

ATTACHMENT 5

ATTACHMENT 6

DESCRIPTION

BEGINNING
BOOK VALUEENDING
BOOK VALUE

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
APPLIED MATERIALS	25,806.	0.	0.
CVS	51,197.	74,272.	62,326.
CONOCO PHILLIPS	18,465.	0.	0.
NEUBERGER BERMAN FUND	218,706.	218,706.	255,871.
ISHARES EAFE FUND	619,971.	619,971.	499,455.
ISHARES RUSSELL 2000	0.	99,459.	134,246.
CELGENE CORP	26,369.	0.	0.
BEST BUY	35,797.	0.	0.
BURLINGTON	12,440.	30,357.	39,448.
BHP	34,119.	34,119.	34,461.
ISHARES RUSSELL MIDCAP FUND	402,809.	530,299.	563,543.
GENERAL ELECTRIC	17,154.	0.	0.
VANGUARD EMERGING MARKETS	132,076.	374,164.	377,200.
DUPONT	41,895.	0.	0.
EXCELON	61,900.	0.	0.
ABBOTT LABS	0.	33,530.	37,793.
INTEL	42,272.	63,429.	59,160.
WALT DISNEY	45,305.	52,403.	51,600.
APPLE, INC.	55,417.	55,417.	94,829.
J.P. MORGAN CHASE	21,599.	54,899.	60,422.
ELI LILLY	48,610.	0.	0.
MCCORMICK & CO	47,781.	0.	0.
ADOBE SYSTEMS	0.	34,203.	42,297.
THERMO FISHER	52,868.	52,868.	76,304.
NORDSTROM	46,367.	0.	0.
CISCO	23,976.	58,823.	79,002.
AIR PRODUCTS	0.	24,080.	32,424.
COLGATE PALMOLIVE	50,250.	35,893.	41,075.
AFLAC	50,290.	0.	0.
ALCOA	29,200.	0.	0.
AON CORP	44,862.	0.	0.

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF AMERICA	62,019.	0.	0.
STATE STREET	45,655.	0.	0.
MICROSOFT	100,710.	31,891.	28,956.
TEXAS INSTRUMENTS	41,387.	0.	72,363.
ORACLE	60,681.	60,681.	0.
CELANESE	23,196.	0.	0.
TARGET	33,118.	24,435.	48,370.
WYNDHAM	12,883.	0.	0.
CIGNA	56,993.	0.	0.
FPL GROUP	40,285.	0.	32,388.
WELLS FARGO	48,385.	26,323.	0.
HONEYWELL	37,372.	0.	0.
JOHNSON & JOHNSON	80,024.	0.	0.
AMAZON	0.	32,436.	53,808.
XILINX	0.	37,622.	46,361.
HALLIBURTON	26,702.	0.	0.
AT&T	49,582.	0.	0.
BP	50,575.	0.	0.
BAKER HUGHES	12,129.	0.	41,408.
CHESAPEAKE ENERGY	30,408.	45,952.	18,900.
AVON PRODUCTS	0.	12,684.	45,600.
COCA COLA	50,272.	50,272.	0.
COVIDIEN	23,418.	0.	46,150.
BANK OF NY	0.	48,230.	0.
DEVON ENERGY	28,589.	0.	0.
EXXON MOBIL	44,375.	26,625.	20,457.
FREEPORT	29,009.	16,691.	21,759.
BAXTER INTL	0.	23,178.	26,406.
PROCTOR & GAMBLE	29,700.	0.	0.
SOUTHERN	24,596.	24,596.	21,658.
3M	62,977.	0.	0.

ATTACHMENT 6 (CONT'D)

BEGINNING
BOOK VALUE

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF AMERICA	0.	0.
STATE STREET	0.	0.
MICROSOFT	31,891.	28,956.
TEXAS INSTRUMENTS	0.	72,363.
ORACLE	60,681.	0.
CELANESE	0.	0.
TARGET	24,435.	48,370.
WYNDHAM	0.	0.
CIGNA	0.	0.
FPL GROUP	0.	32,388.
WELLS FARGO	26,323.	0.
HONEYWELL	0.	0.
JOHNSON & JOHNSON	0.	0.
AMAZON	32,436.	53,808.
XILINX	37,622.	46,361.
HALLIBURTON	0.	0.
AT&T	0.	0.
BP	0.	0.
BAKER HUGHES	0.	41,408.
CHESAPEAKE ENERGY	45,952.	18,900.
AVON PRODUCTS	12,684.	45,600.
COCA COLA	50,272.	0.
COVIDIEN	0.	46,150.
BANK OF NY	48,230.	0.
DEVON ENERGY	0.	0.
EXXON MOBIL	26,625.	20,457.
FREEPORT	16,691.	21,759.
BAXTER INTL	23,178.	26,406.
PROCTOR & GAMBLE	0.	0.
SOUTHERN	24,596.	21,658.
3M	62,977.	0.

DESCRIPTIONBEGINNING
BOOK VALUEENDING
BOOK VALUEENDING
EMV

MEDTRONIC	0.	40,461.	54,975.
URBAN OUTFITTERS	0.	23,376.	38,489.
WYETH	0.	0.	0.
COVANCE	0.	36,874.	49,113.
CUMMINS	0.	39,130.	38,981.
DIRECTV	0.	59,542.	80,040.
EOG RESOURCES	0.	49,572.	77,840.
EATON	0.	24,288.	34,991.
GENZYME	0.	41,936.	36,758.
GOOGLE	0.	61,755.	92,997.
HEWLETT PACKARD	0.	62,572.	87,567.
L-3	0.	28,929.	34,780.
MILLIPORE	0.	21,729.	25,323.
MONSANTO	0.	28,857.	28,612.
NOBLE	0.	43,764.	63,085.
PEABODY ENERGY	0.	34,815.	51,992.
PFIZER	0.	17,252.	17,917.
QUALCOMM	0.	48,637.	53,199.
SCHLUMBERGER	0.	57,114.	78,108.
CHARLES SCHWAB	0.	64,000.	68,693.
TAIWAN SEMICONDUCTOR	0.	31,576.	37,935.
T ROWE PRICE	0.	16,675.	18,638.
TEVA PHARMACEUTICAL	0.	61,520.	75,843.
TRANSOCEAN LTD.	0.	52,518.	66,240.
UNITED TECHNOLOGIES	0.	62,568.	90,233.
TOTALS	<u>3,411,671.</u>	<u>3,917,968.</u>	<u>4,368,389.</u>

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PIMCO TOTAL RETURN FUND	210,460.	224,874.	224,629.
DODGE & COX BOND FUND	1,068,241.	553,284.	572,138.
NATIONSBANK	198,648.	198,648.	203,538.
TOTALS	<u><u>1,477,349.</u></u>	<u><u>976,806.</u></u>	<u><u>1,000,305.</u></u>

ATTACHMENT 7

ATTACHMENT 8

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

ETHEL PEARSON
P.O. BOX 32554
EUCLID, OH 44132

ATTACHMENT 9

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO PUBLIC CHARITIES FOR EDUCATIONAL OR CHARITABLE PURPOSES.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD HIGHLAND HILLS, OH 44128	NONE EXEMPT	EDUCATIONAL SERVICES TO NEEDY CHILDREN	7,000
ALZHEIMER'S ORGANIZATION 12200 FAIRHILL ROAD CLEVELAND, OH 44120	NONE EXEMPT	MEDICAL RESEARCH	5,000
AMERICAN HEART ASSN 1689 EAST 115TH ST CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	15,000
AMERICAN RED CROSS 3747 EUCLID AVE CLEVELAND, OH 44105	NONE EXEMPT	AID TO NEEDY	4,000
ANIMAL PROTECTIVE LEAGUE 1729 WILEY AVE CLEVELAND, OH 44113	NONE EXEMPT	ANIMAL CARE SERVICES	8,000
BEELEFAIRE 22001 FAIRMOUNT BLVD CLEVELAND HTS, OH 44118	NONE EXEMPT	AID TO NEEDY	20,000
BIG BROTHERS & BIG SISTERS 1422 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	AID TO CHILDREN	5,000
BLUECOATS 925 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	POLICE SUPPORT ORGANIZATION	7,000

ATTACHMENT 10

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

AMOUNT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

ATTACHMENT 10 (CONT'D)

5,000

BOYS & GIRLS CLUBS
6114 BROADWAY AVE
CLEVELAND, OH 44127
NONE EXEMPT

3,000

CAMP HO MITA CODA
3601 SOUTH GREEN ROAD #100
CLEVELAND, OH 44122
NONE EXEMPT

2,000

CENTER FOR MENTAL RETARDATION
3100 EAST 45TH STREET #212
CLEVELAND, OH 44127
NONE EXEMPT

8,000

CENTRAL SCHOOL OF PRACTICAL NURSING
4600 CARNEGIE AVE.
CLEVELAND, OH 44103
NONE EXEMPT

12,000.

CHILDREN'S BUREAU FOUNDATION
1910 MAGNOLIA AVE
LOS ANGELES, CA 90007
NONE EXEMPT

5,000

CLEVELAND BOTANICAL GARDEN
11030 EAST BLVD
CLEVELAND, OH 44106
NONE EXEMPT

5,000

CLEVELAND EYE BANK
11100 EUCLID AVE
CLEVELAND, OH 44106
NONE EXEMPT

10,000

CLEVELAND FOODBANK
15500 SOUTH WATERLOO
CLEVELAND, OH 44194
NONE EXEMPT

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND HEARING AND SPEECH CENTER 11206 EUCLID AVE CLEVELAND, OH 44106	NONE EXEMPT	EDUCATIONAL PROGRAMS	5,000
CLEVELAND INSTITUTE OF ART 11141 EAST BLVD CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	6,000
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	5,000
CLEVELAND MUSEUM OF ART 11150 EAST BLVD CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	8,000.
CLEVELAND MUSEUM OF NATURAL HISTORY ONE WADE OVAL DRIVE CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	8,000
CLEVELAND MUSIC SCHOOL SETTLEMENT 11125 MAGNOLIA DRIVE CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	5,000
CLEVELAND OPERA 1422 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	PERFORMING ARTS	4,000
CLEVELAND PLAYHOUSE 8500 EUCLID AVE CLEVELAND, OH 44106	NONE EXEMPT	PERFORMING ARTS	4,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND SCHOLARSHIP PROGRAMS 200 PUBLIC SQUARE CLEVELAND, OH 44114	NONE EXEMPT	SCHOLARSHIPS	5,000
CLEVELAND SIGHT CENTER 1909 EAST 101 ST CLEVELAND, OH 44106	NONE EXEMPT	AID TO THE BLIND	5,000
AIDS TASKFORCE OF CLEVELAND 3210 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	MEDICAL RESEARCH	4,000.
CLEVELAND STATE UNIVERSITY 2000 PROSPECT AVE CLEVELAND, OH 44115	NONE EXEMPT	SCHOLARSHIP	5,000
CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109	NONE EXEMPT	EDUCATIONAL PROGRAMS	5,000
CORNUCOPIA 18120 SLOANE AVE CLEVELAND, OH 44107	NONE EXEMPT	AID TO NEEDY	5,000
SUICIDE PREVENTION EDUCATION ALLIANCE 29425 CHAGRIN BLVD #306 CLEVELAND, OH 44122	NONE EXEMPT	EDUCATIONAL PROGRAMS	5,000.
ELIZA BRYANT CENTER 7201 WADE PARK AVE CLEVELAND, OH 44103	NONE EXEMPT	AID TO NEEDY	5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			ATTACHMENT 10 (CONT'D)
THE FOUNDATION CENTER 1422 EUCLID AVE #1600 CLEVELAND, OH 44115	NONE EXEMPT	FOUNDATION SUPPORT	1,000
FRANCES PAYNE BOLTON SCHOOL OF NURSING 10900 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	6,000
FREE MEDICAL CLINIC 12201 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL CARE TO NEEDY	20,000.
CANINE COMPANIONS 4989 STATE ROUTE 37 EAST DELAWARE, OH 43105	NONE EXEMPT	GUIDE DOGS FOR THE BLIND	10,000.
GREAT LAKES SCIENCE MUSEUM 601 ERIESIDE AVE CLEVELAND, OH 44114	NONE EXEMPT	HISTORICAL PRESERVATION	3,000
HANNA PERKINS CENTER 19910 MALVERN RD. SHAKER HTS, OH 44122	NONE EXEMPT	AID TO NEEDY	5,000
HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022	NONE EXEMPT	SHELTER FOR NEEDY	5,000
HOLDEN ARBORETUM 500 SPERRY RD KIRTLAND, OH 44094	NONE EXEMPT	LAND PRESERVATION	5,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			ATTACHMENT 10 (CONT'D)
MAKE-A-WISH FOUNDATION 1422 EUCLID AVE CLEVELAND, OH 44105	NONE EXEMPT	AID TO TERMINAL CHILDREN	4,000 .
MALACHI HOUSE 2810 CLINTON AVE. CLEVELAND, OH 44113	NONE EXEMPT	AID TO NEEDY	8,000
NATURE CONSERVANCY 6375 RIVERSIDE DR. DUBLIN, OH 43017	NONE EXEMPT	EDUCATIONAL SUPPORT	5,000
NORTHERN OHIO CHILDREN'S PERFORMING MUSIC FOUND 3615 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	PERFORMING ARTS	2,000
OHIO STATE UNIVERSITY - URBAN GARDENING 9127 MILES AVE CLEVELAND, OH 44105	NONE EXEMPT	SHOLARSHIP	5,000
PEDIATRIC SURGERY RAINBOW BABIES & CHILDREN'S HOSP 11100 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	20,000
PET ORPHAN'S FUND 7720 GLORIA AVE VAN NUYS, CA 91406	NONE EXEMPT	ANIMAL WELFARE	20,000
PLANNED PARENTHOOD 444 WEST EXCHANGE STREET AKRON, OH 44302	NONE EXEMPT	EDUCATIONAL PROGRAMS	5,000 .

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POLICE ATHLETIC LEAGUE 300 ONTARIO ST #121 CLEVELAND, OH 44113	NONE EXEMPT	POLICE SUPPORT	5,000
RAINBOW BABIES & CHILDREN'S HOSPITAL 11100 EUCLID AVE CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	5,000
SALVATION ARMY 1710 PROSPECT AVE CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	15,000
SALVATION ARMY P O. BOX 7055 SANTA MONICA, CA 90406	NONE EXEMPT	AID TO NEEDY	5,000
SHOES AND COATS FOR KIDS 4614 PROSPECT AVE CLEVELAND, OH 44103	NONE EXEMPT	AID TO NEEDY CHILDREN	5,000
ARTHRITIS FOUNDATION 4630 RICHMOND ROAD CLEVELAND, OH 44128	NONE EXEMPT	MEDICAL RESEARCH	4,000
THERAPEUTIC RIDING CENTER 16497 SNYDER RD CHAGRIN FALLS, OH 44023	NONE EXEMPT	RIDING THERAPY	10,000
UNITED CEREBRAL PALSY 10011 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	5,000

ATTACHMENT 10 (CONT'D)

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY 1331 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	CHARITABLE SUPPORT	2,000
VISITING NURSE ASSOCIATION 2500 EAST 22ND ST CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	10,000.
VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH ST CLEVELAND, OH 44103	NONE EXEMPT	EDUCATIONAL SUPPORT	3,000
VOLUNTEERS OF AMERICA 8225 BRECKSVILLE RD CLEVELAND, OH 44141	NONE EXEMPT	AID TO NEEDY	5,000
CLEVELAND METROPARKS 4101 FULTON PARKWAY CLEVELAND, OH 44144	NONE EXEMPT	EDUCATIONAL PROGRAMS	
DOMESTIC VIOLENCE CENTER P O BOX 5466 CLEVELAND, OH 44101	NONE EXEMPT	AID TO ABUSED WOMEN	4,000
THE GATHERING PLACE 23300 COMMERCE PARK DRIVE CLEVELAND, OH 44122	NONE EXEMPT	AID FOR ABUSED WOMEN	3,000
HALE FARM & VILLAGE 10825 EAST BLVD CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	3,000

ATTACHMENT 10 (CONT'D)

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HATTIE LARLHAM FOUNDATION 9772 DIAGONAL ROAD MANTUA, OH 44255	NONE EXEMPT	EDUCATIONAL SUPPORT	5,000
HOSPICE OF THE WESTERN RESERVE 300 EAST 18TH STREET CLEVELAND, OH 44119	NONE EXEMPT	aid to the dying	10,000
MUSICAL ARTS ASSOCIATION/CLEVELAND ORCHESTRA 11001 EUCLID AVE CLEVELAND, OH 44106	NONE EXEMPT	SUPPORT FOR PERFORMING ARTS	6,000
NATIONAL INVENTOR'S HALL OF FAME 221 SOUTH BROADWAY AKRON, OH 44308	NONE EXEMPT	HISTORICAL PRESERVATION	4,000
CRAWFORD AUTO-AVIATION MUSEUM 10825 EAST BLVD CLEVELAND, OH 44106	EXEMPT	HISTORICAL PRESERVATION	3,000.
YOUTH OPPORTUNITIES UNLIMITED 1361 EUCLID AVE CLEVELAND, OH	NONE EXEMPT	AID TO NEEDY CHILDREN	4,000.

TOTAL CONTRIBUTIONS PAID

450,000.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0092

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

2009

Name of estate or trust

THE S.K. WELLMAN FOUNDATION

Employer identification number

34-6520032

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-82,086.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ► 5		-82,086.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-47,012.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ► 12		-47,012.

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

Schedule D (Form 1041) 2009

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

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-82,086.
14	Net long-term gain or (loss):			
a	Total for year	14a		-47,012.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		-129,098.

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

Part IV Capital Loss Limitation

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

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

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

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

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

2009

Name of estate or trust

THE S.K. WELLMAN FOUNDATION

Employer identification number
34-6520032

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -82,086.

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

Schedule D-1 (Form 1041) 2009

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

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SECURITIES SETTLEMENTS			4,123.	0.	4,123.
KEYBANK LONG TERM SALES			2,172,168.	2,223,303.	-51,135.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b - 47,012.

Schedule D-1 (Form 1041) 2009