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

2010

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

For calendar year 2010, or tax year beginning

, and ending

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

Name of foundation SANDFAIR FOUNDATION		A Employer identification number 34-1815135		
Number and street (or P O box number if mail is not delivered to street address) 32400 FAIRMOUNT BOULEVARD		Room/suite		
City or town, state, and ZIP code PEPPER PIKE, OH 44124				
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) ► \$ 1,643,130.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
C If exemption application is pending, check here ► <input type="checkbox"/> 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"/>				
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))		(a) Revenue and expenses per books		
Revenue	1 Contributions, gifts, grants, etc., received		(b) Net investment income	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		(c) Adjusted net income	
	3 Interest on savings and temporary cash investments	73.	73.	(d) Disbursements for charitable purposes (cash basis only)
	4 Dividends and interest from securities	32,050.	32,050.	STATEMENT 1
	5a Gross rents			STATEMENT 2
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	269,299.		
	b Gross sales price for all assets on line 6a	978,201.		
	7 Capital gain net income (from Part IV, line 2)		269,299.	
	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)				
11 Other income				
12 Total Add lines 1 through 11	301,422.	301,422.		
13 Compensation of officers, directors, trustees, etc		10,000.	0.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 3	10,000.	0.	
c Other professional fees	STMT 4	73.	0.	
17 Interest		49.	0.	
18 Taxes	STMT 5	191.	0.	
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	20,313.	10,313.	0.	
25 Contributions, gifts, grants paid	124,500.		124,500.	
26 Total expenses and disbursements Add lines 24 and 25	144,813.	10,313.	124,500.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	156,609.			
b Net investment income (if negative, enter -0-)		291,109.		
c Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
				(c) Fair Market Value
	1 Cash - non-interest-bearing			86,891.
	2 Savings and temporary cash investments			86,891.
	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			
	7 Other notes and loans receivable ►			
	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			
	b Investments - corporate stock	STMT 6	122,383.	574,195.
	c Investments - corporate bonds			580,596.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 7	1,228,339.	819,477.
	14 Land, buildings, and equipment: basis ►	3,567.		968,070.
	Less accumulated depreciation	STMT 8 ►	3,567.	
	15 Other assets (describe ►	STATEMENT 9)	4,152.	7,573.
	16 Total assets (to be completed by all filers)		1,354,874.	1,488,136.
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			
	22 Other liabilities (describe ►)	23,347.	0.
	23 Total liabilities (add lines 17 through 22)		23,347.	0.
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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		1,331,527.	1,488,136.
	30 Total net assets or fund balances		1,331,527.	1,488,136.
	31 Total liabilities and net assets/fund balances		1,354,874.	1,488,136.

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	1,331,527.
2 Enter amount from Part I, line 27a	2	156,609.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,488,136.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,488,136.

Form 990-PF (2010)

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 FIDELITY INVESTMENTS		P		
b FML STOCK		P		
c CAPITAL GAINS DIVIDENDS				
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 801,986.		652,302.	149,684.	
b 174,461.		56,600.	117,861.	
c 1,754.			1,754.	
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			149,684.	
b			117,861.	
c			1,754.	
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	269,299.	
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). If (loss), enter -0- in Part I, line 8			N/A	

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 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))
2009	187,346.	1,294,030.	.144777
2008	172,961.	1,655,395.	.104483
2007	162,253.	1,951,404.	.083147
2006	180,463.	1,694,123.	.106523
2005	182,609.	1,353,551.	.134911

2 Total of line 1, column (d)

2 .573841

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 .114768

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 1,599,761.

5 Multiply line 4 by line 3

5 183,601.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,911.

7 Add lines 5 and 6

7 186,512.

8 Enter qualifying distributions from Part XII, line 4

8 124,500.

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)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

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 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 784.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 6,600.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 7,384.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 1,562.

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

11 0.

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

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

0.

0.

0.

0.

0.

0.

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

6 X

6 X

6 X

6 X

• By language in the governing instrument, or

7 X

7 X

7 X

7 X

7 X

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

9 X

9 X

9 X

9 X

9 X

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)

Form 990-PF (2010)

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 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? Website address ► N/A

13 X

14 The books are in care of ► CHESS FINANCIAL CORPORATION Telephone no. ► 216-831-2400

14 X

Located at ► 25825 SCIENCE PARK DRIVE, #100, BEACHWOOD, OH

ZIP+4 ► 44122

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 N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16 X

See page 20 of 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**

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

 Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

 Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

 Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

 Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

 Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

 Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?

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(i)(3) or 4942(j)(5)):

 Yes No

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?

2b N/A

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 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.

3b N/A

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

 Yes No

b If "Yes," did it have excess business holdings in 2010 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 2010.)

4a N/A

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 2010?

4b X

Form 990-PF (2010)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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)?

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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?

Yes No

7b



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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
WILLIAM E. CONWAY 32400 FAIRMOUNT BOULEVARD PEPPER PIKE, OH 44124	PRESIDENT/ASST. SECRETARY/TREASURER 0.00	0.	0.	0.
MARY FRENCH CONWAY 32400 FAIRMOUNT BOULEVARD PEPPER PIKE, OH 44124	VICE PRESIDENT 0.00	0.	0.	0.
ANNE CONWAY JUSTER 3007 FONTENAY ROAD SHAKER HEIGHTS, OH 44120	SECRETARY 0.00	0.	0.	0.
PETER F. CONWAY 29025 EDGEDALE ROAD PEPPER PIKE, OH 44124	FORMER PRESIDENT 10.00	10,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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



0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2010)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1,544,792.
b Average of monthly cash balances	1b	71,758.
c Fair market value of all other assets	1c	7,573.
d Total (add lines 1a, b, and c)	1d	1,624,123.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,624,123.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,362.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,599,761.
6 Minimum investment return. Enter 5% of line 5	6	79,988.

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	79,988.
2a Tax on investment income for 2010 from Part VI, line 5	2a	5,822.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	5,822.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	74,166.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	74,166.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74,166.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	124,500.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	124,500.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	124,500.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				74,166.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	117,713.			
b From 2006	97,817.			
c From 2007	65,751.			
d From 2008	90,875.			
e From 2009	123,232.			
f Total of lines 3a through e	495,388.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 124,500.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				74,166.
e Remaining amount distributed out of corpus	50,334.			
5 Excess distributions carryover applied to 2010 (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:	545,722.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	117,713.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	428,009.			
10 Analysis of line 9:				
a Excess from 2006	97,817.			
b Excess from 2007	65,751.			
c Excess from 2008	90,875.			
d Excess from 2009	123,232.			
e Excess from 2010	50,334.			

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				
SEE STATEMENT 13				
Total			► 3a	124,500.
b Approved for future payment				
NONE				
Total			► 3b	0.

023811 12-07-10

Form 990-PF (2010)

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
	(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				14 73.	
4 Dividends and interest from securities				14 32,050.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	269,299.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.	301,422.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	301,422.	
(See worksheet in line 12 instructions to verify calculations.)					

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

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

	Yes	No
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	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
N/A		

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

**Sign
Here**

Signature of officer or trustee

Date

PRESIDENT

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DAVID P. MILLER	<i>David P. Miller</i>	10/8/11		
	Firm's name ► CHESS FINANCIAL CORP.			Firm's EIN ►	
Firm's address ► 25825 SCIENCE PARK DRIVE, #100 BEACHWOOD, OH 44122			Phone no. 216-831-2400		

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PE

028102 05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY	22.
LINCOLN NATIONAL LIFE	51.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	73.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	31,804.	1,754.	30,050.
FML HOLDINGS	2,000.	0.	2,000.
TOTAL TO FM 990-PF, PART I, LN 4	33,804.	1,754.	32,050.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHESS FINANCIAL	10,000.	10,000.		0.
TO FORM 990-PF, PG 1, LN 16B	10,000.	10,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	73.	73.		0.
TO FORM 990-PF, PG 1, LN 16C	73.	73.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FILING FEES	25.	25.		0.
FOREIGN TAXES PAID	166.	166.		0.

TO FORM 990-PF, PG 1, LN 18 191. 191. 0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
S&P MID CAP 400	21,595.	27,996.
FML	552,600.	552,600.
TOTAL TO FORM 990-PF, PART II, LINE 10B	574,195.	580,596.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES BOND INSTL	COST	71,871.	83,950.
PIMCO TOTAL RETURN INSTL	COST	69,760.	70,493.
VANGUARD TOTAL BOND MARKET INDEX FUND	COST	114,417.	123,536.
VANGUARD SMALL CAP INDEX FUND	COST	31,570.	53,927.
VANGUARD 500 INDEX FUND SHARES	COST	119,880.	171,753.
DODGE & COX INT'L STOCK FUND	COST	47,804.	53,255.
DODGE & COX INCOME	COST	60,035.	64,432.
HEARTLAND SELECT	COST	25,035.	37,219.
DFA EMERGING MRKTS CORE EQU	COST	39,035.	48,417.
DFA INTERNATIONAL CORE EQU	COST	115,035.	136,593.
PIMCO SHORT TERM INSTITUTIONAL	COST	125,035.	124,495.
TOTAL TO FORM 990-PF, PART II, LINE 13		819,477.	968,070.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	3,567.	3,567.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,567.	3,567.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LINCOLN SECURE LINE	4,152.	4,203.	4,203.
FML RECEIVABLE	0.	3,370.	3,370.
TO FORM 990-PF, PART II, LINE 15	4,152.	7,573.	7,573.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
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NAME OF CONTRIBUTOR	ADDRESS
WILLIAM E. CONWAY	32400 FAIRMOUNT BOULEVARD PEPPER PIKE, OH 44124
MARY F. CONWAY	32400 FAIRMOUNT BOULEVARD PEPPER PIKE, OH 44124
FOUR C'S PARTNERSHIP	PO BOX 1876 BRECKENRIDGE, CO 80424

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER
WILLIAM E. CONWAY
MARY FRENCH CONWAY

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAM E. CONWAY
32400 FAIRMOUNT BOULEVARD
PEPPER PIKE, OH 44124

TELEPHONE NUMBER

216-831-2400

FORM AND CONTENT OF APPLICATIONS

GRANT LETTER SHOULD INCLUDE AN EXEMPTION SUPPORTING EXEMPT STATUS AND
INTENDED USE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALOHA FOUNDATION 2968 LAKE MOREY ROAD FAIRLEE, VT 05045	NONE CHARITABLE DONATION	501 C	1,500.
AMERICAN SCORES BAY AREA 400 ALABAMA STREET SAN FRANCISCO, CA 94110	NONE CHARITABLE DONATION	501 C	500.
BRECKENRIDGE OUTDOOR EDUCATION CENTER P.O. BOX 697 BRECKENRIDGE, CO 80424	NONE CHARITABLE DONATION	501 C	1,000.
CITIZENS' ACADEMY 1827 ANSEL ROAD CLEVELAND, OH 44106	NONE CHARITABLE DONATION	501 C	250.
CITY MISSION 5310 CARNEGIE AVENUE CLEVELAND, OH 44124	NONE CHARITABLE DONATION	501 C	1,000.
CLEVELAND BOTANICAL GARDENS 11030 EAST BLVD CLEVELAND, OH 44106	NONE CHARITABLE DONATION	501 C	1,000.
ENTREPRENEURSHIP PREP SCHOOL 3635 PERKINS AVE CLEVELAND, OH 44114	NONE CHARITABLE DONATION	501 C	26,000.
FCA OF GREATER CLEVELAND 579 LOUIS DRIVE BEREAL, OH 44017	NONE CHARITABLE DONATION	501 C	1,000.

SANDFAIR FOUNDATION

34-1815135

FOCUS PO BOX 5106 CHARLOTTESVILLE, VA 22905	NONE CHARITABLE DONATION	501 C	1,000.
GIRLS INC. OF SANTA FE 301 HILLSIDE AVE. SANTA FE, NM 87501	NONE CHARITABLE DONATION	501 C	5,000.
INTERNATIONAL JUSTICE MISSION P.O. BOX 68147 WASHINGTON, DC 20037	NONE CHARITABLE DONATION	501 C	1,000.
LAUREL SCHOOL ONE LYMAN CIRCLE SHAKER HEIGHTS, OH 44122	NONE CHARITABLE DONATION	501 C	26,000.
METRO CATHOLIC PARISH SCHOOL 1910 WEST 54TH STREET CLEVELAND, OH 44102	NONE CHARITABLE DONATION	501 C	250.
NATIONAL REPERTORY ORCHESTRA PO BOX 6336 BRECKENRIDGE, CO 80424	NONE CHARITABLE DONATION	501 C	1,000.
SALVATION ARMY 6990 BIDDULPH ROAD CLEVELAND, OH 44144	NONE CHARITABLE DONATION	501 C	1,000.
TETON VALLEY RANCH CAMP EDUCATION FOUNDATION PO BOX 4915, 80 W BROADWAY, STE 207 JACKSON, WY 83001	NONE CHARITABLE DONATION	501 C	1,500.
THE DOMUS PACIS RESPITE PROGRAM P.O. BOX 3366 BRECKENRIDGE, CO 80424	NONE CHARITABLE DONATION	501 C	1,500.
UNITED WAY OF GEAUGA COUNTY 209 CENTER STREET CHARDON, OH 44024	NONE CHARITABLE DONATION	501 C	26,000.

SANDFAIR FOUNDATION

34-1815135

UNIVERSITY SCHOOL
2785 SOM CENTER ROAD HUNTING
VALLEY, OH 44022

NONE
CHARITABLE DONATION

501 C

28,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

124,500.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print <small>File by the deadline 30 days after filing your return. See instructions</small>	Name of exempt organization SANDFAIR FOUNDATION	Employer identification number 34-1815135
	Number, street, and room or suite no. If a P.O. box, see instructions. 32400 FAIRMOUNT BOULEVARD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PEPPER PIKE, OH 44124	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 1041-A	08
Form 990-BL	02	Form 1720	09
Form 990-EZ	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

CHESS FINANCIAL CORPORATION

- The books are in the care of ► **25825 SCIENCE PARK DRIVE, #100 - BEACHWOOD, OH 44122**

Telephone No ► **216-831-2400** FAX No ► **216-831-2401**

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ if this is for the whole group check this box ► If it is for part of the group check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until **NOVEMBER 15, 2011**

5 For calendar year **2010**, or other tax year beginning _____ and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return

Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 1720, or 6069 enter the tentative tax less any nonrefundable credits. See instructions	8a	S	0.
b If this application is for Form 990-PF, 990-T, 1720 or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	S	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	S	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► David P. Muller Title ► CPA

Date ► **8/15/11**

Form 8868 (Rev. 1-2011)