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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation H.C.S. FOUNDATION

A Employer identification number

C/O - L. THOMAS HILTZ

34-6514235

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

Room/suite

1801 EAST NINTH STREET

1105

City or town, state, and ZIP code

CLEVELAND, OH 44114-3103

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) \$ 98,345,733.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

B Telephone number (see instructions)

(216) 781-3502

C If exemption application is  
pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the  
85% test, check here and attach  
computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	448,844.	448,844.		
4 Dividends and interest from securities	2,210,250.	2,210,250.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,832,618.			
b Gross sales price for all assets on line 6a 56,509,042.				
7 Capital gain net income (from Part IV, line 2)		4,832,618.		
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)	5.	5.		ATCH 1
12 Total. Add lines 1 through 11	7,491,717.	7,491,717.		
13 Compensation of officers, directors, trustees, etc.	619,304.	97,031.		522,272.
14 Other employee salaries and wages	96,979.	15,194.		81,785.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	176.			176.
b Accounting fees (attach schedule)	77,560.			77,560.
c Other professional fees (attach schedule) *	220,805.	98,792.		122,013.
17 Interest				
18 Taxes (attach schedule) (see instructions) **	121,904.	30,852.		5,052.
19 Depreciation (attach schedule) and depletion	190.			
20 Occupancy	63,074.	14,179.		48,895.
21 Travel, conferences, and meetings	2,666.			2,666.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	1,801,233.	1,762,208.		38,824.
24 Total operating and administrative expenses. Add lines 13 through 23	3,003,891.	2,018,256.		899,243.
25 Contributions, gifts, grants paid	3,964,053.			3,964,053.
26 Total expenses and disbursements. Add lines 24 and 25	6,967,944.	2,018,256.		4,863,296.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	523,773.			
b Net investment income (if negative, enter -0-)		5,473,461.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 2 JSA

\*\* ATCH 3

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	33,314.	38,774.	38,774.
	2 Savings and temporary cash investments . . . . .	1,251,600.	1,161,932.	1,161,933.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule). **	36,767,051.	13,179,734.	13,179,734.
	b Investments - corporate stock (attach schedule) <b>ATCH 6</b>	32,486,112.	60,065,795.	78,193,313.
	c Investments - corporate bonds (attach schedule) <b>ATCH 7</b>	8,901,701.	5,517,009.	5,538,588.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) <b>ATCH 8</b>	6,960.	6,960.	6,960.
<b>Liabilities</b>	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	2,480. 2,385.		
	15 Other assets (describe ▶ <b>ATCH 9</b> )	38,413.	38,413.	226,336.
	16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	79,485,435.	80,008,712.	98,345,733.
	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 ▶ <b>ATCH 10</b> )	2,272.	1,776.	
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	2,272.	1,776.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	48,876,844.	48,876,844.	
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	30,606,319.	31,130,092.	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	79,483,163.	80,006,936.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	79,485,435.	80,008,712.	

**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	79,483,163.
2 Enter amount from Part I, line 27a . . . . .	2	523,773.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	80,006,936.
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	80,006,936.

\*\*ATCH 5

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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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	4,832,618.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	4,698,778.	92,455,143.	0.050822
2009	5,392,227.	86,256,013.	0.062514
2008	6,030,943.	110,677,696.	0.054491
2007	5,799,346.	123,698,801.	0.046883
2006	5,302,000.	117,086,650.	0.045283
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.259993
<b>3</b> 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			<b>3</b> 0.051999
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 95,417,727.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 4,961,626.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 54,735.
<b>7</b> Add lines 5 and 6			<b>7</b> 5,016,361.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 4,863,296.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	109,469.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2 . . . . .		3	109,469.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	109,469.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	143,227.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	143,227.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	33,758.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 33,758. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> N/A	13	X	
14	The books are in care of <input type="checkbox"/> MR. L. THOMAS HILTZ Telephone no <input type="checkbox"/> 216-781-3502 Located at <input type="checkbox"/> 1801 E. 9TH STREET, STE 1105 CLEVELAND, OH ZIP + 4 <input type="checkbox"/> 44114-3103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <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 2011? <input type="checkbox"/>	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	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 <input type="checkbox"/>		
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 2011 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 2011) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		619,304.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		71,000.	0	0

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		293,323.
Total number of others receiving over \$50,000 for professional services . . . . .		▶

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> NONE ----- ----- -----	
<b>2</b> ----- ----- -----	
All other program-related investments See instructions <b>3</b> NONE ----- -----	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	95,420,931.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,216,373.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	233,485.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	96,870,789.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	96,870,789.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,453,062.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	95,417,727.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,770,886.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,770,886.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	109,469.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	109,469.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	4,661,417.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,661,417.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	4,661,417.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,863,296.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,863,296.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	4,863,296.

**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

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				4,661,417.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			3,374,629.	
<b>b</b> Total for prior years 20 09 20 08 20 07 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,863,296.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			3,374,629.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				1,488,667.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				3,172,750.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

Form **990-PF** (2011)

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section

		Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b>	85% of line 2a . . . . .					
<b>c</b>	Qualifying distributions from Part XII line 4 for each year listed . . . . .					
<b>d</b>	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b>	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon					
<b>a</b>	"Assets" alternative test - enter					
	(1) Value of all assets . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . .					
<b>b</b>	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
<b>c</b>	"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)(iii) . . . . .					
	(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 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 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 14

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

NONE

c Any submission deadlines

NONE

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

## GEOGRAPHICAL AREAS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year SEE STATEMENT 15				3,964,053.
<b>Total</b> . . . . .			<b>▶ 3a</b>	3,964,053.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>▶ 3b</b>	

**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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments			14	448,844.		
<b>4</b> Dividends and interest from securities . . . . .			14	2,210,250.		
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property . . . . .						
<b>b</b> Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .			18	5.		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	4,832,618.		
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				7,491,717.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						7,491,717.

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

**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 |
|---|--------------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of  |              |     |    |
| (1) Cash . . . . .  | <b>1a(1)</b> |     | X  |
| (2) Other assets . . . . .  | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions   |              |     |    |
| (1) Sales of assets to a noncharitable exempt organization . . . . .  | <b>1b(1)</b> |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization . . . . .  | <b>1b(2)</b> |     | X  |
| (3) Rental of facilities, equipment, or other assets . . . . .  | <b>1b(3)</b> |     | X  |
| (4) Reimbursement arrangements . . . . .  | <b>1b(4)</b> |     | X  |
| (5) Loans or loan guarantees . . . . .  | <b>1b(5)</b> |     | X  |
| (6) Performance of services or membership or fundraising solicitations . . . . .  | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |     | X  |
| <b>d</b> 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. |              |     |    |

[illegible]

- 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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

RICHARD P. STOVSKY

Preparer's signature

Richard L. Stork  
ECOOPERS LLP

Date	
------	--

14 | 57 | 12

Check <input type="checkbox"/> if self-employed
---

PTIN

P01246010

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 200 PUBLIC SQUARE, 18TH FLOOR  
CLEVELAND, OH

44114-2301

Firm's EIN ▶ 13-4008324

Phone no 216-875-3000

Form **990-PF** (2011)

**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)	
21698555.		ST CAPITAL GAINS - SECURITIES 21126262.					VARIOUS 572,293.	VARIOUS
15211965.		LT CAPITAL GAINS - SECURITIES 12244162.					VARIOUS 2,967,803.	VARIOUS
3,250,391.		LT CAPITAL GAINS - BONDS 3,384,692.					VARIOUS -134,301.	VARIOUS
129,534.		ST CAPITAL GAINS - CALLS 92,225.					VARIOUS 37,309.	VARIOUS
1,549,104.		ST CAPITAL GAINS - PUTS 159,590.					VARIOUS 1,389,514.	VARIOUS
14669493.		ST USB TREASURY BILLS 14669493.					VARIOUS	VARIOUS
TOTAL GAIN(LOSS) .....							<u>4,832,618.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	5.	5.
TOTALS	5.	5.



ATTACHMENT 2FORM 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>
INVESTMENT MANAGEMENT	98,792.	98,792.	
MANAGEMENT CONSULTANT	122,013.		122,013.
TOTALS	<u>220,805.</u>	<u>98,792.</u>	<u>122,013.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL ESTIMATED PAYMENTS	86,000.		
FTC	29,913.	29,913.	
PAYROLL TAXES	5,991.	939.	5,052.
TOTALS	<u>121,904.</u>	<u>30,852.</u>	<u>5,052.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	1,494.	1,294.	
OFFICE EXPENSE	15,399.	3,462.	11,937.
INSURANCE	822.	184.	637.
OPTION EXPENSE	1,748,518.	1,748,518.	
ADJ COMP FOR DECEASED TRUSTEE	35,000.	8,750.	26,250.
TOTALS	<u>1,801,233.</u>	<u>1,762,208.</u>	<u>38,824.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 5</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. TREASURY BILLS	36,767,051.	13,179,734.	13,179,734.
US OBLIGATIONS TOTAL	<u>36,767,051.</u>	<u>13,179,734.</u>	<u>13,179,734.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABS	1,975,921.	1,975,921.	2,024,280.
AGL RESOURCES	1,239,750.	1,239,750.	1,352,320.
ANALOG DEVICES, INC.		1,181,245.	1,037,620.
APPLIED INDUSTRIAL TECH., INC.	3,333,444.	2,770,481.	17,585,000.
AT&T INC.		1,721,922.	1,814,400.
BHP BILLITON LTD ADR		2,004,028.	1,695,120.
BRISTOL MYERS SQUIBB CO.		2,043,433.	2,149,640.
THE COCA-COLA COMPANY		1,313,583.	1,399,400.
CONOCOPHILLIPS		1,958,098.	1,894,620.
DIGITAL REALTY TRUST INC.		995,824.	1,033,385.
EXXON MOBIL CORP	2,343,098.		
GENERAL ELECTRIC COMPANY	1,898,792.	2,720,292.	2,041,740.
GENERAL MILLS INC.		1,662,993.	1,818,450.
HEALTH CARE REIT INC.		994,740.	1,079,694.
HOME DEPOT INC.		1,968,138.	2,186,080.
HUDSON CITY BANCORP INC		1,124,556.	600,000.
INTEL CORP		2,174,520.	2,425,000.
JOHNSON & JOHNSON		1,518,045.	1,639,500.
LILLY (ELI) & CO	1,436,865.	1,436,865.	1,246,800.
3M COMPANY	1,920,992.		
KIMBERLY CLARK CORP		1,479,128.	1,691,880.
KINDER MORGAN INC		995,014.	1,087,346.
MCDONALDS CORP		1,977,955.	2,608,580.
MICROCHIP TECHNOLOGY INC		1,411,942.	1,249,799.
NSTAR		1,249,860.	1,643,600.
NESTLE SA SPON ADR		1,962,070.	2,308,400.
NEXTERA SA SPNSD ADR		1,149,622.	1,461,120.
NOVARTIS AG ADR		1,602,678.	1,715,100.
PEPSICO INC.		1,667,090.	1,658,750.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PFIZER INC.		16,883.	16,230.
PHILIP MORRIS INTL	2,905,719.	1,813,457.	1,883,520.
PROCTER & GAMBLE COMPANY		1,915,851.	2,001,300.
RPM INTERNATIONAL, INC	1,357,254.	1,357,254.	1,473,000.
SPECTRA ENERGY CORP		2,102,864.	2,460,000.
VERIZON COMMUNICATIONS INC.		1,582,192.	1,725,160.
VODAFONE GROUP PLC ADR	3,516.	2,048,405.	1,965,604.
WAL-MART STORES, INC.	1,592,469.		
BAIRD INVESTMENTS (STMT 6A)	4,787,467.	4,929,096.	6,220,875.
TOTALS	<u>32,486,112.</u>	<u>60,065,795.</u>	<u>78,193,313.</u>

ROBERT W BAIRD & CO, INC INVESTMENTS

Description	Beginning Book Balance	Ending Book Balance	Ending FMV
AGL Resources	68,786	NONE	-
AT&T, Inc	170,695	170,695	156,794
Abbott Laboratories	174,126	205,880	221,265
Altria Group Inc	123,010	98,171	139,059
Automatic Data Processing	111,114	134,686	180,934
BCE Inc New	NONE	168,391	192,932
Bank of Nova Scotia	200,769	200,769	219,164
Blackrock Inc	NONE	68,912	78,426
Bristol Myers Squibb Company	135,371	113,014	194,172
Canadian Imperial Bank	104,374	104,374	106,022
Chevron Corp	29,684	NONE	-
Coca-Cola Company	109,020	109,020	129,445
ConocoPhillips	168,242	55,918	83,436
Crescent Point Energy Trust Unit	116,325	71,464	88,240
Darden Restaurants	NONE	116,376	121,015
Digital Realty Trust Inc	NONE	150,346	159,008
Emerson Electric Company	64,926	64,926	96,674
Enbridge Inc	82,526	114,213	151,885
FPL Group Inc	NONE	NONE	-
Genuine Parts Company	68,413	NONE	-
GlaxoSmithKline PLC ADR	189,538	107,593	119,094
HCP, Inc	79,829	77,131	149,148
Healthcare Services Group	150,922	52,840	73,537
Health Care REIT, Inc	109,104	105,262	147,231
Heinz HJ Company	141,269	165,974	180,764
Intel Corp	53,204	192,084	215,583
Johnson & Johnson	183,929	NONE	-
Kinder Morgan Inc DE	NONE	165,574	189,481
Kimberly-Clark Corp	118,805	118,805	165,510
Mattel Inc	NONE	113,846	125,336
McDonalds Corp	198,996	210,237	356,172
Merck & Company	NONE	61,677	63,525
Meridian Bioscience, Inc	53,022	NONE	-
Microchip Technology, Inc	76,781	NONE	-
National Retail Properties, Inc	98,273	63,042	82,701
NextEra Energy (formerly FPL Group)	94,927	70,257	106,905
Novartis AG Spons ADR	56,584	118,800	139,209
Oneok, Inc NEW	134,470	118,996	193,319
Paychex Inc	107,587	NONE	-
Pepsico, Inc	78,917	NONE	-
Phillip Morris International	170,647	143,596	235,832
Praxair, Inc	103,008	121,884	160,350
Procter & Gamble Co	161,574	125,411	164,774
Realty Income Corp	75,505	74,538	94,392
RPM International Inc.	161,738	161,738	198,241
Southern Company	145,948	145,948	187,475
Spectra Energy Corp	88,188	136,869	167,126
United Technologies Corp	87,884	87,884	144,353
Vermillion Energy Trust Unit	139,439	66,222	88,937
Waste Management Inc DEL	NONE	175,736	153,410
<b>TOTAL:</b>	<b>4,787,467</b>	<b>4,929,096</b>	<b>6,220,875</b>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE STMT	8,901,701.	5,517,009.	5,538,588.
TOTALS	<u>8,901,701.</u>	<u>5,517,009.</u>	<u>5,538,588.</u>



**CORPORATE BONDS**

<u>Description</u>	<u>Beginning Book Balance</u>	<u>Ending Book Balance</u>	<u>Ending FMV</u>
2011/02/01 (500) JPMorgan Chase	529,750	NONE	NONE
2011/04/15 (250) P Seg Power	270,125	NONE	NONE
2011/04/15 (300) Morgan Stanley	317,550	NONE	NONE
2011/10/12 (500) Caterpillar	524,000	NONE	NONE
2011/11/15 (500) Credit Suisse	534,750	NONE	NONE
2012/03/15 (88) Commonwealth Ed	94,556	94,556	88,944
2012/04/01 (152) Constellat Ene	158,992	NONE	NONE
2012/06/15 (500) Verizon Global	549,400	NONE	NONE
2012/09/15 (500) Bank of America	500,125	NONE	NONE
2012/10/01 (500) John Deere Cap	524,500	524,500	517,405
2012/10/01 (500) Peco Energy Co	527,400	527,400	514,945
2012/12/03 (500) Kellogg Co	530,200	530,200	519,645
2013/03/06 (500) Kellogg	516,050	516,050	519,175
2013/05/15 (250) Black Hills	253,500	253,500	264,180
2013/07/15 (250) Alcoa	248,750	248,750	265,973
2013/10/01 (250) Kraft Foods	264,375	264,375	266,673
2013/12/16 (250) Home Depot	258,625	258,625	271,478
2014/01/15 (250) Kroger	280,500	280,500	279,395
2014/01/15 (95) Dupont Ei	91,928	91,928	93,287
2014/02/06 (250) Altria	276,375	276,375	282,498
2014/02/15 (500) Kimberly Clark	568,000	568,000	560,595
2014/03/01(500) Hewlett Pack	548,250	548,250	539,125
2014/04/01 (250) Time Warner	274,750	274,750	279,913
2014/09/15 (250) SBC Comm	259,250	259,250	275,360
	<u><b>8,901,701</b></u>	<u><b>5,517,009</b></u>	<u><b>5,538,588</b></u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL RIGHTS	6,960.	6,960.	6,960.
TOTALS	<u>6,960.</u>	<u>6,960.</u>	<u>6,960.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION FEES	3,500.	3,500.	3,500.
OFFICE FIXTURES	263.	263.	263.
OFFICE FURNISHINGS	6,267.	6,267.	6,267.
COINS	28,361.	28,361.	216,284.
SECURITY DEPOSIT - BWC	22.	22.	22.
TOTALS	<u>38,413.</u>	<u>38,413.</u>	<u>226,336.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PAYROLL WITHHOLDINGS	2,272.	1,776.
TOTALS	<u>2,272.</u>	<u>1,776.</u>

H C S Foundation

34-6514235

## Form 990PF, Part VIII-List of Officers, Directors, and Trustees

Name and Address	Title	Estimated Time Devoted to Position	Compensation for Investment Purposes	Compensation for Charitable Purposes	Total
<b>Francie S. Hiltz</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	22 70 hr	\$ -	\$ 138,489	\$ 138,489
<b>L. Thomas Hiltz</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	28 60 hr	\$ 44,548	\$ 153,616	\$ 198,163
<b>Betty Jane Mulcahy</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	17 10 hr	\$ 51,078	\$ 80,931	\$ 132,009
<b>Milton B. Schott, Jr.</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	18 80 hr	\$ -	\$ 116,459	\$ 116,459
<b>Elizabeth S. Saal</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	18.50 hr	\$ 1,406	\$ 32,778	\$ 34,184
<b>Grand Totals</b>			97,031	522,272	\$ 619,304

See attached list of Trustee Responsibilities

While the HCS Foundation (HCSF) utilizes the services of outside professionals (e.g., accountants and tax advisors, investment managers, and attorneys) to help meet its needs, it does so on a limited basis.

Virtually all of the day-to-day tasks at HCSF are completed by its five (5) Trustees or either of its two (2) employees.

The Trustees are directly and solely responsible for keeping HCSF on-track and for ensuring that its Leadership, Administrative and Programmatic activities work in support of that end.

In general terms, HCSF's Trustees must deliver substantial value along several broad fronts:

- The Trustees manage the Foundation's investment portfolios and in doing so they must track and investigate evolving approaches to money management, and must make every effort to utilize the best of those approaches whenever practicable.
- The Trustees monitor, analyze and interpret short-term and long-term trends in the relevant financial markets, and act-upon those trends in a timely and responsible way.
- The Trustees develop a clear philanthropic agenda for HCSF, and make certain that every dimension of that agenda is supported by an appropriate set of initiatives; Trustees develop and implement the required initiatives in a consistently, timely, focused and cost-effective manner.
- On a day-to-day basis, the Trustees design and execute all policies, plans and programs without the support from a traditional management team. In more specific terms, HCSF's Trustees give close and continuous consideration to the many details that surround and support a wide variety of operating issues and initiatives

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
JAMIE LAWRENCE 1801 E. 9TH ST. # 1105 CLEVELAND, OH 44114	EXECUTIVE ASSISTANT 40.00	71,000.	0
	TOTAL COMPENSATION	<u>71,000.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WM. P. CIMINO HUMAN CAPITAL ADVISOR, LLC 1493 MIDDLETON RD CLEVELAND HEIGHTS, OH 44121 HUMAN CAPITAL ADVISOR	MANAGEMENT ADVISOR	122,013.
PRICewaterhouseCOOPERS, LLP 200 PUBLIC SQUARE # 1800 CLEVELAND, OH 44114-2301 ACCOUNTING AND TAX RETURN PREPARATION	ACCOUNTING	77,560.
BAHL & GAYNOR, INC. 212 E. 3RD STREET SUITE 200 CINCINNATI, OH 45202 INVESTMENT CONSULTING	INVESTMENT MGMT	93,750.
TOTAL COMPENSATION		<u>293,323.</u>



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

L. THOMAS HITLZ  
1801 EAST NINTH STREET SUITE 1105  
CLEVELAND, OH 44114-3103  
216-781-3502

H. C. S. FOUNDATION  
34-6514235

Charitable Contributions – 2011

<u>Recipient</u>	<u>Amount</u>	<u>Purpose</u>
Clovernook Center for the Blind and Visually Impaired Cincinnati, OH	\$ 450.00	Toward "Technology Weekends" to provide training and accessible books and technology for youth, young adults and their parents. Balance due from 2010.
UGIVE.ORG Cincinnati, OH	150,000.00	Partial payment of pledge toward operating budget to support operations and programs, student volunteer recruitment, outreach and activation of non-profit organizations.
University of Cincinnati Foundation – Brain Tumor Center Cincinnati, OH	400,000.00	First installment of five-year pledge for the Harold C. Schott Brain Tumor Molecular Therapeutic Chair Endowment.
Cristo Rey Columbus High School Columbus, OH	100,000.00	First installment of five-year pledge in support of a Leadership Grant toward first year operation for Associate Membership in the Cristo Rey High School Network.
UGIVE ORG Cincinnati, OH	90,000.00	Final payment of pledge toward operating budget to support operations and programs, student volunteer recruitment, outreach and activation of non-profit organizations.
Craig and Frances Lindner Center of Hope Mason, OH	25,000.00	Toward connection with the Touchdown for Hope event to support the Harold C. Schott Eating Disorders Program.
Hands Together, Inc. Springfield, MA	100,000.00	Toward the construction of metal structures for lecture halls and recreation/auditorium to school buildings damaged by earthquakes in Haiti.
Manufacturing Advisory Committee Cleveland, OH	65,000.00	Second installment of three-year pledge of \$195,000.00 in support of the Technical, Engineering and Advanced Manufacturing Academy for a consulting position.
Positive Education Program Cleveland, OH	125,000.00	Final installment of two-year pledge of \$250,000.00 toward the <i>Creating a Spectrum of Hope</i> campaign.
North Coast Community Homes Cleveland, OH	125,000.00	Final installment of two-year pledge of \$250,000.00 toward endowment fund ensuring safe and secure housing for persons with mental disabilities.
The Cleveland Play House Cleveland, OH	250,000.00	First installment of two-year pledge of \$500,000.00 toward The Allen Theatre Project/Power of Three in collaboration with Cleveland State University and Play House Square.
University Hospital, Inc Cincinnati, OH	50,000.00	Final installment of \$500,000.00 pledge for the Nurse Navigator Program at the Gardner Family Center for Movement Disorder at the UC Neuroscience Institute.
Cuyahoga Community College Cleveland, OH	150,000.00	Final installment of two-year pledge of \$300,000.00 to support the Nurse Training Program in conjunction with The Cleveland Clinic.

Anthony Muñoz Foundation Cincinnati, OH	\$ 75,000.00	Final installment of \$150,000.00 pledge to support the Impact for Eternity Camp at Legacy property Xenia, Ohio.
United Way of Greater Cleveland Cleveland, OH	100,000.00	Funds donated in equal amounts of \$10,000.00 to: American Red Cross Cleveland Chapter, Boys and Girls Clubs of Cleveland, Center for Families and Children, Diabetes Association of Greater Cleveland, Goodrich-Gannet Neighborhood Center, Goodwill Industries of Greater Cleveland and East Central Ohio, Inc., Eleanor B. Rainey Memorial Institute, The Salvation Army of Greater Cleveland, YMCA of Greater Cleveland and Towards Employment, Inc.
Bob Woodruff Foundation Bristow, VA	150,000.00	To fund the H.C.S. Foundation match pledge for the “Stand Up for Heroes” event.
Cincinnati Museum Center Cincinnati, OH	187,500.00	Third installment of five-year pledge of \$1,000,000.00 toward the <i>Regenerations</i> Campaign of Cincinnati Museum Center.
Cincinnati Symphony Orchestra Cincinnati, OH	83,333.33	Second installment of three-year pledge of \$250,000.00 to support Lang Lang’s residency in 2011-2012 season.
The Paulist Fathers Washington, D.C.	100,000.00	Final installment of five-year pledge of \$500,000.00 toward capital campaign <i>A Future Brighter Than Any Past</i> .
Ohio Dominican University Columbus, OH	200,000.00	Final installment of five-year pledge toward construction of the Bishop James A. Griffin Student Center.
LifeCare Alliance Columbus, OH	50,000.00	Fourth installment of five-year pledge of \$500,000.00 toward capital campaign: <i>Time to Deliver</i> .
Joint Organization for Inner-City Needs Columbus, OH	35,000.00	Third installment of four-year pledge of \$225,000.00 to purchase a building at 528 E. Main St. in downtown Columbus for continued use by JOIN and St. Vincent de Paul to serve the needs of the most vulnerable individuals and families in Central Ohio.
Vocational Guidance Services Cleveland, OH	75,000.00	Final installment of two-year pledge of \$150,000.00 to maintain and expand employment opportunities in the Sewing Department for Ohioans challenged by disabilities, poverty and other barriers to employment.
National Audubon Society, Inc. Columbus, OH	50,000.00	Second installment of five-year pledge in the amount of \$250,000.00 toward the <i>Campaign for the Grange Insurance Audubon Center</i> .
Peggy R. McConnell Arts Center Worthington, OH	20,000.00	Second installment of five-year pledge in the amount of \$100,000.00 toward challenge grant to assist in solidifying operations while seeking new donors and contributors.
Divine Mercy Ministry Worthington, OH	20,000.00	Final installment of two-year pledge of \$50,000.00 toward a capital improvement grant.

Franciscan Foundation for the Holy Land Washington, D.C.	\$ 10,000.00	In support of health, education and welfare of marginalized Christians in the Holy Land.
Crisis Ministries Charleston, SC	175,000.00	First installment of three-year pledge of \$525,000.00 for the food, shelter, hope campaign for the construction of a new dormitory for homeless men.
Catholic Relief Services Baltimore, MD	200,000.00	Fourth installment of five-year pledge of \$1,000,000.00 toward The Children Behind project reaching people living in impoverished regions hard hit by the AIDS pandemic.
Our Lady of Mercy Community Outreach Services, Inc. Johns Island, SC	50,000.00	Final installment of four-year pledge of \$200,000.00 toward the new Wellness House.
Harbor Hall, Inc. Petoskey, MI	33,000.00	Final installment of four-year pledge of \$200,000.00 toward construction of a new office and counseling facility.
Rock and Roll Hall of Fame and Museum, Inc. Cleveland, OH	15,000.00	To provide Cleveland Head Start students with building blocks of literacy through <i>Toddler Rock</i> in partnership with University Hospitals to support program in preschool education.
Greater Cleveland Habitat for Humanity Cleveland, OH	10,000.00	Toward the Greater Cleveland Habitat for Humanity plans for new construction and rehab projects.
4 Paws For Ability, Inc. Xenia, OH	22,000.00	In support of mission to train service dogs to provide companionship and promote independent living to individuals regardless of age or disability.
University Hospitals Health System, Inc. Cleveland, OH	250,000.00	First installment of four-year pledge of \$1,000,000.00 for the Discover the Difference Campaign to establish the Angie Fowler Child & Young Adult Cancer Institute.
Cleveland Foodbank, Inc. Cleveland, OH	50,000.00	In support of expanding the Fresh Produce Initiative in all of their hunger relief programs.
Cincinnati Museum Center Cincinnati, OH	15,000.00	In support of the Museum Center's general operating funds.
Cincinnati Symphony Orchestra Cincinnati, OH	15,000.00	In support of the Orchestra's general operating funds.
National Underground Railroad Freedom Center, Inc. Cincinnati, OH	15,000.00	In support of the Freedom Center's general operating funds.
Zoological Society of Cincinnati Cincinnati, OH	15,000.00	In support of the Zoo's general operating funds.
Martin De Porres Center Columbus, OH	41,300.00	Toward <b>Elder Spirituality – Reaching Out Through Webcasting</b> to continue electronic transformation of the Martin De Porres Center that began in early 2010.

The Community of Holy Rosary and St. John the Evangelist Columbus, OH	\$ 35,000.00	Providing funds to assist in the repair of windows that have been identified as unstable in the church.
The Manna Food Project, Inc, Harbor Springs, MI	25,000.00	Toward the <b>Food 4 Kids Backpack Program</b> for the 2011-2012 school year.
Florence Crittenton Programs SC Charleston, SC	50,000.00	To implement vital programmatic improvements.
Gibbes Museum of Art Charleston, SC	50,000.00	In support of <i>Framing a Vision: A Campaign for Excellence</i> to meet requirements for a dollar for dollar matching opportunity through an anonymous donor.
Charleston Library Society Charleston, SC	51,470.00	To sponsor the <i>Wide Angle Lunches Series</i> and the <i>Unedited Concert Series</i> over the next year.
Roper St. Francis Foundation Charleston, SC	60,000.00	Toward the \$1.5 Million Cancer Wellness endowment to support an integrated Roper St. Francis Healthcare Cancer Patient Navigator serving melanoma patients and others as part of the new Roper St. Francis Cancer Wellness Program.
	<hr/> \$3,964,053.33	

**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

► **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).**

Name of estate or trust **H.C.S. FOUNDATION**

Employer identification number

**C/O - L. THOMAS HILTZ**

**34-6514235**

**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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b> 1,999,116.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					<b>5</b> 1,999,116.

**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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> 2,833,502.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					<b>12</b> 2,833,502.

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

**Schedule D (Form 1041) 2011**

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

	(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>13</b> Net short-term gain or (loss) . . . . .	<b>13</b>		1,999,116.
<b>14</b> Net long-term gain or (loss):			
a Total for year . . . . .	<b>14a</b>		2,833,502.
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c 28% rate gain . . . . .	<b>14c</b>		
<b>15</b> Total net gain or (loss). Combine lines 13 and 14a . . . . .	<b>15</b>		4,832,618.

**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**

<b>16</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of	<b>16</b>	( )
a The loss on line 15, column (3) or		
b \$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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

<b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b> Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b> 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) . . . . .	<b>19</b>		
<b>20</b> Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b> Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b> Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b> Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b> Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b> Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b> Multiply line 29 by 15% ( 15 ) . . . . .		<b>30</b>	
<b>31</b> Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .		<b>31</b>	
<b>32</b> Add lines 30 and 31 . . . . .		<b>32</b>	
<b>33</b> Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .		<b>33</b>	
<b>34</b> Tax on all taxable income. Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .		<b>34</b>	

Schedule D (Form 1041) 2011

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.

2011

Name of estate or trust

H.C.S. FOUNDATION

Employer identification number

34-6514235

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . 1,999,116.

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

Schedule D-1 (Form 1041) 2011





# H. C. S. FOUNDATION

DECEMBER 31, 2011

## LONG TERM GAIN (LOSS) ON SALE OF SECURITIES

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Sales Price	Deferred Rev Short Sale	Net Sales Price	Gain (Loss)
Chevron Corp	400	12 19 06	01 05 11	\$ 29,684.36	\$ 36,303.92		\$ 36,303.92	\$ 6,619.56
Genuine Parts Company	1,750	10 31 08	01 05 11	68,412.50	89,549.40		89,549.40	21,136.90
Applied Industrial Technologies, Inc	10,000	12 12 89	02 16 11	56,296.30	330,464.63		330,464.63	274,168.33
Applied Industrial Technologies, Inc	10,000	12 12 89	02 17 11	56,296.30	330,985.62		330,985.62	274,689.32
Applied Industrial Technologies, Inc	10,000	12 12 89	02 18 11	56,296.30	329,898.64		329,898.64	273,602.34
Applied Industrial Technologies, Inc	5,600	12 12 89	02 22 11	31,525.93	184,305.33		184,305.33	152,779.40
Crescent Point Energy Corp	1,425	11 10 08	02 11 11	32,997.56	61,679.56		61,679.56	28,682.00
Johnson & Johnson	1,900	10 04 01	02 02 11	103,752.98	114,981.38		114,981.38	11,228.40
Johnson & Johnson	600	12 04 06	02 02 11	39,947.00	36,309.90		36,309.90	(3,637.10)
Johnson & Johnson	600	12 19 06	02 02 11	40,229.00	36,309.92		36,309.92	(3,919.08)
Mendian Bioscience Inc	2,450	12 04 09	02 11 11	53,022.04	54,423.63		54,423.63	1,401.59
Vermilion Energy Inc	1,330	11 10 08	02 11 11	34,749.22	61,890.03		61,890.03	27,140.81
Pepsico, Inc	5,000	11 16 06	03 01 11	310,100.00	299,486.74	(24,069.84)	323,556.58	13,456.58
Applied Industrial Technologies, Inc	2,700	12 12 89	03 30 11	15,200.00	88,829.36		88,829.36	73,629.36
National Retail Properties, Inc	2,380	02 17 09	03 14 11	33,585.05	59,084.96		59,084.96	25,499.91
Pepsico, Inc	1,600	10 11 01	03 14 11	78,916.70	101,885.44		101,885.44	22,968.74
Applied Industrial Technologies, Inc	10,000	12 12 89	03 31 11	56,296.30	329,014.66		329,014.66	272,718.36
Applied Industrial Technologies, Inc	10,000	12 12 89	04 01 11	56,296.30	332,881.58		332,881.58	276,585.28
Applied Industrial Technologies, Inc	10,000	12 12 89	04 04 11	56,296.30	335,117.54		335,117.54	278,821.24
Applied Industrial Technologies, Inc	10,000	12 12 89	04 05 11	56,296.30	336,493.52		336,493.52	280,197.22
Applied Industrial Technologies, Inc	10,000	12 12 89	04 06 11	56,296.30	343,481.38		343,481.38	287,185.08
Applied Industrial Technologies, Inc	10,000	12 12 89	04 07 11	56,296.29	338,345.48		338,345.48	282,049.19
Applied Industrial Technologies, Inc	1,700	12 12 89	04 08 11	9,570.37	57,724.93		57,724.93	48,154.56
Pepsico, Inc	21,000	06 14 05	04 15 11	1,168,414.80	1,257,869.51	(101,093.32)	1,358,962.83	190,548.03
Pepsico, Inc	4,000	11 16 06	04 15 11	248,080.00	239,594.19	(19,255.87)	258,850.06	10,770.06
Altra Group Inc	1,245	12 19 06	6 10 11	24,839.83	33,781.14		33,781.14	8,941.31
Microchip Technology Inc	2,300	11 17 06 & 12 19 06	6 10 11	76,780.63	83,090.13		83,090.13	6,309.50
Paychex, Inc	1,250	11 15 06 & 02 04 09	07 28 11	107,586.67	90,404.98		90,404.98	(17,181.69)
AGL Resources, Inc	2,358	11 10 08	09 19 11	68,785.60	94,231.69		94,231.69	25,446.09
NextEra Energy, Inc	96	12 19 06	09 19 11	5,249.82	5,238.16		5,238.16	(11.66)
NextEra Energy, Inc	819	10 10 08	09 19 11	31,253.40	44,688.03		44,688.03	13,434.63
Procter & Gamble Co	980	11 01 01	09 19 11	36,163.04	62,250.11		62,250.11	26,087.07
Bristol Myers Squibb Company	1,090	11 10 08	10 27 11	22,356.73	35,318.82		35,318.82	12,962.09
Healthcare Svcs Group	2,575	04 23 10	10 27 11	37,733.55	45,171.80		45,171.80	7,438.25
Coroco Phillips	1,300	07 02 10	11 15 11	63,487.49	93,452.64		93,452.64	29,965.15
Crescent Point Energy Corp	525	11 10 08 & 04 01 09	11 15 11	11,863.71	21,028.84		21,028.84	9,165.13
Vermilion Energy Inc	1,400	11 10 08 & 08 12 09	11 15 11	38,467.72	65,695.03		65,695.03	27,227.31
Exxon Mobil Corp	35,000	01 25 10	12 12 11	2,845,687.57	2,845,687.57		2,845,687.57	502,589.89
3M Company	20,000	10 10 07	12 12 11	1,920,992.00	1,609,097.06		1,609,097.06	(311,894.94)

Wal-Mart Stores, Inc	30,000	01 25 10	12 12 11	\$	1,592,469.00	\$	1,738,157.56	1,738,157.56	\$	145,688.56
GlaxoSmithKline PLC Spons ADR	1,865	06 19 08	12 15 11		81,945.84		84,270.41	84,270.41		2,324.57
Healthcare Svcs Group	3,027	04 23 10	12 15 11		44,360.67		52,632.31	52,632.31		8,271.64
Healthcare Svcs Group	1,258	07 02 10	12 15 11		15,987.58		21,873.61	21,873.61		5,886.03
Philip Morris International, Inc	595	12 19 06	12 15 11		27,050.86		45,253.27	45,253.27		18,202.41
Pfizer, Inc	3,300	06 01 99	12 16 11		117,584.00		62,368.26	(5,802.11)		(49,413.63)
Pfizer, Inc	100	06 02 99	12 16 11		3,567.00		1,889.95	(175.82)		(1,501.23)
Pfizer, Inc	6,600	07 01 99	12 16 11		235,168.00		124,736.52	(11,604.22)		(98,827.28)
Pfizer, Inc	9,000	06 27 03	12 16 11		316,885.10		170,095.26	(15,823.94)		(130,965.90)
Pfizer, Inc	27,300	10 10 07	12 16 11		699,972.00		515,955.61	(47,999.27)		(136,017.12)
Pfizer, Inc	46,300	10 10 07	12 16 11		1,187,132.00		875,045.60	(80,610.90)		(231,475.50)
Pfizer, Inc	13,000	06 01 00	12 16 11		292,631.89		245,695.25	(22,614.35)		(24,322.29)
Pfizer, Inc	750	10 10 07	12 16 11		19,230.00		14,174.73	(1,304.67)		(3,750.60)
Pfizer, Inc	650	10 10 07	12 16 11		16,666.00		12,284.76	(1,130.72)		(3,250.52)
<b>TOTAL:</b>					<b>\$ 12,244,162.01</b>		<b>\$ 14,880,480.35</b>	<b>\$ (331,485.03)</b>		<b>\$ 15,211,965.38</b>
										<b>\$ 2,967,803.37</b>

## H. C. S. FOUNDATION

DECEMBER 31, 2011

### SHORT TERM GAIN (LOSS) ON SALE OF SECURITIES

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Deferred Rev Short Sale	Net Cost	Net Sales Price	Gain (Loss)
USTB	1,203,000	12 22 10	01 25 11	\$ 1,202,964.91		\$ 1,202,964.91	\$ 1,202,993.99	\$ 29.08
USTB	#####	02 10 11	02 17 11	11,657,773.33		11,657,773.33	11,657,766.84	(6.49)
USTB	5,420,000	02 23 11	03 15 11	5,419,529.00		5,419,529.00	5,419,891.60	362.60
ConocoPhillips	1,000	07 02 10	03 14 11	48,836.54		48,836.54	75,211.15	26,374.61
Pepsico, Inc	200	01 05 11	03 14 11	13,227.50		13,227.50	12,735.69	(491.81)
Oneok, Inc	290	12 06 10	07 28 11	15,474.78		15,474.78	21,307.50	5,832.72
Nike, Inc Class B	19,000	05 06 11	12 12 11	1,563,705.70		1,563,705.70	1,822,940.86	259,235.16
Oneok, Inc	9,000	02 22 11	12 12 11	581,067.00		581,067.00	742,853.81	161,786.81
Oneok, Inc	9,000	05 06 11	12 12 11	623,683.80		623,683.80	742,853.82	119,170.02
<b>TOTAL:</b>				<b>\$ 21,126,262.56</b>	<b>-</b>	<b>\$ 21,126,262.56</b>	<b>\$ 21,698,555.26</b>	<b>\$ 572,292.70</b>

H. C. S. FOUNDATION

DECEMBER 31, 2011

LONG TERM GAIN (LOSS) ON SALE OF BONDS

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Deferred Rev Short Sale	Net Cost	Net Sales Price	Gain (Loss)
Constellation Energy Group, Inc	152,000	06 03 09	01 14 11	\$ 158,992 00		\$ 158,992 00	\$ 163,686 21	\$ 4,694 21
JP Morgan Chase & Co	500,000	05 26 09	02 01 11	529,750 00		529,750 00	500,000 00	(29,750 00)
Morgan Stanley Group, Inc	300,000	06 03 09	04 15 11	317,550 00		317,550 00	300,000 00	(17,550 00)
PSEG Power LLC	250,000	06 03 09	04 15 11	270,125 00		270,125 00	250,000 00	(20,125 00)
Bank of America Corp Sr Note B/E	500,000	06 10 09	07 12 11	500,125 00		500,125 00	519,000 00	18,875 00
Caterpillar Fin Svcs	500,000	06 10 09	10 12 11	524,000 00		524,000 00	500,000 00	(24,000 00)
Credit Suisse First Boston USA, Inc	500,000	06 10 09	11 15 11	534,750 00		534,750 00	500,000 00	(34,750 00)
Verizon Global Funding Corp	500,000	05 26 09	11 28 11	549,400 00		549,400 00	517,705 00	(31,695 00)
<b>TOTAL:</b>				<u>\$ 3,384,692.00</u>	<u>\$ -</u>	<u>\$ 3,384,692.00</u>	<u>\$ 3,250,391.21</u>	<u>\$ (134,300.79)</u>

SHORT TERM GAIN (LOSS) ON SALE OF BONDS

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Deferred Rev Short Sale	Net Cost	Net Sales Price	Gain (Loss)
				<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>TOTAL:</b>				<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

H. C. S. FOUNDATION

DECEMBER 31, 2011

SHORT TERM GAIN (LOSS) ON CALLS (Expired and Bought to Close)

Description of Property	No. of Shares	Date Acquired	Date Sold	Cost Bought to Close	Deferred Rev Short Sale	Net Cost	Net Premium Received	Gain (Loss)
3M Company- Expired	20,000	05 20 10	01 22 11	\$		\$	\$ 89,951 96	\$ 89,951 96
Pfizer, Inc	50,000	09 21 10	03 07 11	43,427 50		43,427 50	18,492 14	(24,935 36)
Pfizer, Inc	57,000	09 21 10	03 07 11	48,798 00		48,798 00	21,089 59	(27,708 41)
<b>TOTAL</b>				<u>\$ 92,225 50</u>	<u>\$ -</u>	<u>\$ 92,225 50</u>	<u>\$ 129,533 69</u>	<u>\$ 37,308 19</u>

H. C. S. FOUNDATION

DECEMBER 31, 2011

SHORT TERM GAIN (LOSS) ON PUTS (Expired and Bought to Close)

Description of Property	No. of Shares	Date Acquired	Date Sold	Cost Bought to Close	Deferred Rev Short Sale	Net Cost	Net Premium Received	Gain (Loss)
Chubb Corp	27,000	04 06 10	01 22 11	\$		\$	\$ 48,771 47	\$ 48,771 47
Kimberly Clark	20,000	04 06 10	01 22 11				73,021 24	73,021 24
NIKE Inc Class B	18,500	04 06 10	01 22 11				50,866 62	50,866 62
Coca-Cola Company	25,000	05 07 10	01 22 11				94,830 87	94,830 87
Intel Corp	67,000	05 07 10	01 22 11				136,355 10	136,355 10
Chevron Corp	18,000	05 18 10	01 22 11				58,539 37	58,539 37
Paychex Inc	40,000	05 20 10	01 22 11				136,715 15	136,715 15
BHP Billington Ltd	20,000	05 24 10	01 22 11				211,718 90	211,718 90
GlaxosmithKline PLC	36,000	06 21 10	01 22 11				59,189 46	59,189 46
Diageo PLC	20,000	06 21 10	01 22 11				57,297 51	57,297 51
Home Depot Inc	48,000	06 21 10	01 22 11				64,811 36	64,811 36
Procter & Gamble	24,000	06 21 10	01 22 11				60,951 44	60,951 44
Johnson & Johnson	20,000	06 21 10	01 22 11				79,193 14	79,193 14
McDonalds Corp	20,000	06 21 10	01 22 11				40,689 79	40,689 79
Merck & Co	38,000	06 21 10	01 22 11				79,791 11	79,791 11
Emerson Electrc Co	30,000	06 23 10	01 22 11				67,946 32	67,946 32
United Technologies	20,000	06 25 10	01 22 11				68,825 31	68,825 31
BHP Billington Ltd	24,000	02 23 11	04 16 11	159,589 41		\$ 159,589 41	159,589 41	-
<b>TOTAL:</b>				<u>\$ 159,589 41</u>	<u>\$ -</u>	<u>\$ 159,589 41</u>	<u>\$ 1,549,103 57</u>	<u>\$ 1,389,514 16</u>

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## **Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	H.C.S. FOUNDATION C/O - L. THOMAS HILTZ	<input checked="" type="checkbox"/> 34-6514235
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	1801 EAST NINTH STREET	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CLEVELAND, OH 44114-3103	

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 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MR. L. THOMAS HILTZ

Telephone No ► 216 781-3502

FAX No ►

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☒ calendar year 20 11 or  
► ☐ tax year beginning , 20 , and ending , 20

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	143,227.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	143,227.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	H.C.S. FOUNDATION		Employer identification number (EIN) or	
	C/O - L. THOMAS HILTZ		<input checked="" type="checkbox"/>	34-6514235
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
File by the due date for filing your return. See instructions	1801 EAST NINTH STREET		<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
CLEVELAND, OH 44114-3103				

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 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **MR. L. THOMAS HILTZ**  
Telephone No **216 781-3502** FAX No
- 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

- I request an additional 3-month extension of time until **11/15, 2012**
- For calendar year **2011**, or other tax year beginning , 20 , and ending , 20
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NECESSARY IN ORDER TO COMPLETE AN ACCURATE TAX RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	143,227.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, 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.	<b>8b</b> \$	143,227.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	0

**Signature and Verification must be completed for Part II only.**

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 Title Date Form **8868** (Rev. 1-2012)