



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 THE S.K. WELLMAN FOUNDATION		A Employer identification number 34-6520032						
Number and street (or P O box number if mail is not delivered to street address) 1801 EAST 9TH STREET	Room/suite 920	B Telephone number (see instructions) (216) 621-1180 EXT 108						
City or town, state, and ZIP code CLEVELAND, OH 44114		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"/>						
G Check all that apply: <table style="width:100%; border: none;"> <tr> <td style="border: none;"><input type="checkbox"/> Initial return</td> <td style="border: none;"><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Final return</td> <td style="border: none;"><input type="checkbox"/> Amended return</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Address change</td> <td style="border: none;"><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table style="width:100%; border: none;"> <tr> <td style="border: none;"><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>			<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			
<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) ▶ \$ 4,641,544. <table style="width:100%; border: none;"> <tr> <td style="border: none;">J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)			J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____				
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual								
<input type="checkbox"/> Other (specify) _____								

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 type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	89.	89.	89.	ATCH 1
4 Dividends and interest from securities	145,950.	145,950.	145,950.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	318,759.			
b Gross sales price for all assets on line 6a	3,062,687.			
7 Capital gain net income (from Part IV, line 2)		318,759.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	464,798.	464,798.	146,039.	
13 Compensation of officers, directors, trustees, etc.	37,500.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	27,300.	13,650.		13,650.
c Other professional fees (attach schedule) *	36,721.	18,361.		18,360.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	200.			200.
24 Total operating and administrative expenses. Add lines 13 through 23	101,721.	32,011.		32,210.
25 Contributions, gifts, grants paid	580,000.			580,000.
26 Total expenses and disbursements. Add lines 24 and 25	681,721.	32,011.	0	612,210.
27 Subtract line 26 from line 12	-216,923.			
a Excess of revenue over expenses and disbursements		432,787.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			146,039.	

For Paperwork Reduction Act Notice, see instructions.

* ATCH 4 JSA

Form 990-PF (2011)

SCANNED MAY 14 2012

Operating and Administrative Expenses

614

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		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	155,831.	159,610.	159,610.	
	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) .				
	b	Investments - corporate stock (attach schedule) ATCH 6	3,701,445.	3,389,226.	3,555,215.	
	c	Investments - corporate bonds (attach schedule) ATCH 7	826,168.	886,264.	895,298.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 8)		31,421.	31,421.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,683,444.	4,466,521.	4,641,544.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	4,683,444.	4,466,521.		
	30	Total net assets or fund balances (see instructions)	4,683,444.	4,466,521.		
	31	Total liabilities and net assets/fund balances (see instructions)	4,683,444.	4,466,521.		

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	4,683,444.
2	Enter amount from Part I, line 27a	2	-216,923.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,466,521.
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	4,466,521.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	318,759.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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	538,702.	5,312,390.	0.101405
2009	480,072.	4,968,337.	0.096626
2008	641,387.	6,153,180.	0.104237
2007	659,853.	7,488,812.	0.088112
2006	610,829.	7,205,340.	0.084774
2 Total of line 1, column (d)			2 0.475154
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.095031
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 5,218,429.
5 Multiply line 4 by line 3			5 495,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,328.
7 Add lines 5 and 6			7 500,241.
8 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			8 612,210.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,328.
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	4,328.
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	4,328.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,125.	
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	4,125.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	203.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		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)?		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?		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?		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address N/A				
14	The books are in care of LAURENCE BARTELL Telephone no 216-621-1180			
	Located at 1801 E. 9TH ST. #920 CLEVELAND, OH ZIP + 4 44114			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b		
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? 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 ▶		
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) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) 3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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? 4b		X

Form 990-PF (2011)

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)?**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?**6b**

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?**7b****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 9		37,500.	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
NONE				

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

Form 990-PF (2011)

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
NOT APPLICABLE		0
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 THE FOUNDATION'S CHARITABLE ACTIVITY IS TO PROVIDE GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. DURING 2011 THE FOUNDATION MADE GRANTS TO 72 ORGANIZATIONS.	
2	
3	
4	

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

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

	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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	4,997,121.
b	Average of monthly cash balances	1b	300,776.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,297,897.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,297,897.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,468.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,218,429.
6	Minimum investment return. Enter 5% of line 5	6	260,921.

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	260,921.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,328.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,328.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	256,593.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	256,593.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	256,593.

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	612,210.
b	Program-related investments - total from Part IX-B	1b	
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	612,210.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,328.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	607,882.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				256,593.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 260,606.				
b From 2007 305,184.				
c From 2008 340,464.				
d From 2009 232,679.				
e From 2010 276,048.				
f Total of lines 3a through e	1,414,981.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 612,210.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				256,593.
e Remaining amount distributed out of corpus	355,617.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	1,770,598.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	260,606.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,509,992.			
10 Analysis of line 9				
a Excess from 2007 305,184.				
b Excess from 2008 340,464.				
c Excess from 2009 232,679.				
d Excess from 2010 276,048.				
e Excess from 2011 355,617.				

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

NOT APPLICABLE

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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 10

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

NONE REQUIRED

c Any submission deadlines

DECEMBER 31

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

ATTACHMENT 11

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 <i>Paid during the year</i>				
ATTACHMENT 12				
Total			▶ 3a	580,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	89.	
4 Dividends and interest from securities			18	145,950.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	318,759.	
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)				464,798.	
13 Total. Add line 12, columns (b), (d), and (e)				464,798.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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)	
4,928.		KEYBANK CG DISTRIBUTIONS					VAR 4,928.	VAR
962,864.		KEYBANK SALES 963,122.					VAR -258.	VAR
2,094,895.		KEYBANK SALES 1,780,806.					VAR 314,089.	VAR
TOTAL GAIN(LOSS)							<u>318,759.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
VICTORY FUND	89.	89.	89.
TOTAL	<u>89.</u>	<u>89.</u>	<u>89.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
KEYBANK - STOCK DIVIDENDS	145,950.	145,950.	145,950.
TOTAL	<u>145,950.</u>	<u>145,950.</u>	<u>145,950.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	27,300.	13,650.		13,650.
TOTALS	<u>27,300.</u>	<u>13,650.</u>		<u>13,650.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK TRUSTEE/CUSTODIAL FEES	36,721.	18,361.	18,360.
TOTALS	<u>36,721.</u>	<u>18,361.</u>	<u>18,360.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OHIO FEE	200.
TOTALS	<u>200.</u>

CHARITABLE PURPOSES	200.
	<u>200.</u>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES MSCI PACIFIC FUND	168,776.	107,679.	91,486.
ISHARES MSCI CANADA FUND		106,404.	95,760.
CONOCO PHILLIPS	46,023.	13,904.	14,574.
PIMCO COMMODITY FUND		257,070.	200,972.
ACCENTURE PLC	346,266.	38,885.	37,261.
ISHARES RUSSELL 2000 FUND	40,228.	194,146.	271,031.
XL GROUP	68,851.	39,247.	35,586.
BANK OF NOVA SCOTIA	375,584.	47,035.	44,829.
ISHARES MSCI EAFE FUND	34,119.	127,758.	123,825.
BHP	426,840.	30,328.	28,252.
ISHARES RUSSELL MIDCAP FUND	45,961.	343,433.	442,890.
CANADIAN NATURAL RESOURCES	374,164.	331,266.	312,367.
VANGUARD EMERGING MARKETS FUND	62,026.	45,148.	41,382.
DEERE	49,923.	43,647.	48,568.
KRAFT FOODS	33,530.		
ABBOTT LABS	63,429.		
INTEL	52,403.	36,720.	43,125.
WALT DISNEY	36,945.	30,787.	101,250.
APPLE, INC.	54,899.	35,700.	34,913.
JP MORGAN CHASE	40,685.	24,590.	17,149.
METLIFE	51,850.		
NORFOLK SOUTHERN		50,000.	45,630.
ASTON/FAIRPOINTE MIDCAP FUND	52,868.	29,435.	40,473.
THERMO FISHER	58,823.		
CISCO	39,077.		
AIR PRODUCTS		44,321.	33,894.
ABB LTD	31,891.		
MICROSOFT	60,681.	43,711.	54,506.
ORACLE			

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

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TARGET	24,435.		
WELLS FARGO	26,323.		
AMAZON	32,436.	24,327.	51,930.
XILINX	37,622.		
AMERICAN WATERWORKS		22,890.	23,895.
AVON PRODUCTS	12,684.		
COCA COLA	50,272.	43,988.	48,979.
BANK OF NY	48,230.	25,434.	17,919.
DEVON ENERGY	53,271.		
EXXON MOBIL	26,625.		
FREEMPORT	47,337.		
APACHE CORP		55,647.	40,761.
SOUTHERN	24,596.		
MEDTRONIC	40,461.		
URBAN OUTFITTERS	23,376.		
ZIONS BANCORP	54,321.		
COVANCE	36,874.		
CUMMINS	39,130.		
DIRECTV		18,414.	35,208.
EOG RESOURCES	49,572.	31,980.	29,932.
EATON	55,039.		
GENZYME	41,936.		
GOOGLE	61,755.		
HEWLETT PACKARD	62,572.	41,170.	64,590.
BARRICK GOLD		19,638.	20,363.
CELGENE CORP		32,168.	40,560.
COSTCO WHOLESALE		25,323.	24,996.
DIGITAL REALTY		23,345.	26,668.
PEABODY ENERGY	34,815.	18,164.	19,866.

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	17,252.	35,204.	28,002.
EMC CORP		38,417.	58,063.
SCHLUMBERGER	57,114.	31,343.	31,836.
F5 NETWORKS		31,365.	25,125.
FLUOR CORP			
T ROWE PRICE	16,675.		
TEVA PHARMACEUTICAL	61,520.	44,890.	40,360.
VMWARE INC.		32,288.	29,116.
UNITED TECHNOLOGIES		29,847.	40,200.
HJ HEINZ	49,360.	29,128.	29,722.
HESS CORP		44,719.	36,920.
INTERCONTINENTALEXCHANGE		29,157.	30,137.
JUNIPER NETWORKS		30,667.	14,287.
MCCORMICK		42,929.	45,378.
MCDONALDS		35,932.	40,132.
MCKESSON CORP		27,769.	27,268.
NEXTERA ENERGY		27,686.	30,440.
NIKE		18,476.	19,274.
NOVARTIS		11,586.	11,434.
OCCIDENTAL PETROLEUM		40,972.	37,480.
POTASH CORP		26,795.	20,640.
T ROWE PRICE		26,715.	28,475.
PRICELINE		26,513.	23,385.
PROCTER & GAMBLE		13,000.	13,342.
QUALCOMM		43,424.	43,760.
ROYAL BANK OF CANADA		125,000.	125,338.
HENRY SCHEIN		48,426.	45,101.
JM SMUCKER		32,564.	37,131.
SUNCOR ENERGY		60,712.	37,479.
TOTALS	<u>3,701,445.</u>	<u>3,389,226.</u>	<u>3,555,215.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PIMCO TOTAL RETURN FUND	243,881.	252,203.	253,196.
DODGE & COX INCOME FUND	582,287.	220,766.	237,738.
TEMPLETON TOTAL BOND FUND		155,522.	144,807.
ISHARES BARCLAYS BOND FUND		80,025.	80,385.
ISHARES IBOXB BOND FUND		177,748.	179,172.
TOTALS	<u>826,168.</u>	<u>886,264.</u>	<u>895,298.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE		31,421.	31,421.
TOTALS		<u>31,421.</u>	<u>31,421.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
EMILY ZEIDERS 206 THIRD STREET BOILING SPRINGS, PA 17007	TRUSTEE	1,500. 0 0 0
JOSHUA K. PRYOR 1129 FOLSOM STREET SAN FRANCISCO, CA 94103	TRUSTEE	1,500. 0 0 0
ETHEL PEARSON P.O. BOX 32554 EUCLID, OH 44132	SECRETARY 20.00	33,000. 0 0 0
SUZANNE W. ERIKSON 2972 FULLER MOUNTAIN RD NORTH FERRISBURGH, VT 05473	TRUSTEE	1,500. 0 0 0
GRAND TOTALS		<u>37,500.</u>

ATTACHMENT 10

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

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

ATTACHMENT 11

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD HIGHLAND HILLS, OH 44128	NONE EXEMPT	EDUCATIONAL SERVICES TO NEEDY CHILDREN	10,000.
ALZHEIMERS ASSOCIATION 23215 COMMERCE PARK DRIVE BEACHWOOD, OH 44122	NONE EXEMPT	MEDICAL RESEARCH	10,000.
AMERICAN HEART ASSOCIATION 1689 EAST 115TH ST. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	20,000.
AMERICAN RED CROSS 3747 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	10,000.
ANIMAL PROTECTIVE LEAGUE OF CLEVELAND 1729 WILLEY AVE. CLEVELAND, OH 44113	NONE EXEMPT	ANIMAL CARE SERVICES	10,000.
BELLSFAIRE 22001 FAIRMOUNT BLVD. CLEVELAND HTS, OH 44118	NONE EXEMPT	AID TO NEEDY	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIG BROTHERS & BIG SISTERS 1422 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT		AID TO CHILDREN	5,000.
BLUECOATS 925 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT		POLICE SUPPORT ORGANIZATION	7,000.
BOYS & GIRLS CLUBS 6114 BROADWAY AVE. CLEVELAND, OH 44127	NONE EXEMPT		AID TO NEEDY CHILDREN	7,000.
CAMP HO MITA CODA 3601 SOUTH GREEN ROAD #100 CLEVELAND, OH 44122	NONE EXEMPT		AID TO NEEDY CHILDREN	5,000.
ARC OF GREATER CLEVELAND 2421 COMMUNITY COLLEGE BLVD CLEVELAND, OH 44115	NONE EXEMPT		SCHOLARSHIP	2,000.
CENTRAL SCHOOL OF PRACTICAL NURSING 4600 CARNEGIE AVE. CLEVELAND, OH 44103	NONE EXEMPT		SCHOLARSHIP SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STARR COMMONWEALTH 15145 LINCOLN PARKWAY VAN WERT, OH 45891	NONE EXEMPT		SCHOLARSHIPS	5,000.
CLEVELAND BOTANICAL GARDEN 11030 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT		EDUCATIONAL PROGRAMS	6,000.
CLEVELAND EYE BANK 11100 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT		MEDICAL RESEARCH	5,000.
CLEVELAND FOODBANK 15500 SOUTH WATERLOO RD CLEVELAND, OH 44194	NONE EXEMPT		FOOD FOR NEEDY	18,000.
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT		EDUCATIONAL PROGRAMS	7,000.
CLEVELAND INSTITUTE OF ART 11141 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT		SCHOLARSHIP	6,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT		SCHOLARSHIP	6,000.
CLEVELAND MUSEUM OF ART 11150 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT		HISTORICAL PRESERVATION	12,000.
CLEVELAND MUSEUM OF NATURAL HISTORY ONE WADE OVAL DRIVE CLEVELAND, OH 44106	NONE EXEMPT		HISTORICAL PRESERVATION	8,000.
CLEVELAND MUSIC SCHOOL SETTLEMENT 11025 MAGNOLIA DRIVE CLEVELAND, OH 44106	NONE EXEMPT		SCHOLARSHIP	10,000.
CLEVELAND ORCHESTRA 11001 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT		PERFORMING ARTS	10,000.
CLEVELAND PLAYHOUSE 8500 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT		PERFORMING ARTS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
COLLEGE NOW OF GREATER CLEVELAND 200 PUBLIC SQUARE CLEVELAND, OH 44114	NONE EXEMPT		SCHOLARSHIPS	12,000.
CLEVELAND SIGHT CENTER 1909 EAST 101 ST. CLEVELAND, OH 44106	NONE EXEMPT		AID TO THE BLIND	5,000.
AIDS TASKFORCE OF CLEVELAND 3210 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT		MEDICAL RESEARCH	5,000.
CLEVELAND STATE UNIVERSITY 2121 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT		SCHOLARSHIP	7,000.
CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109	NONE EXEMPT		EDUCATIONAL PROGRAMS	5,000.
CORNUCOPIA 18120 SLOANE AVE. LAKEMOOD, OH 44107	NONE EXEMPT		AID TO NEEDY	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUICIDE PREVENTION EDUCATION ALLIANCE 29425 CHAGRIN BLVD #306 CLEVELAND, OH 44122	NONE EXEMPT		EDUCATIONAL PROGRAMS	6,000.
ELIZA BRYANT VILLAGE 7201 WADE PARK AVE. CLEVELAND, OH 44103	NONE EXEMPT		AID TO NEEDY	5,000.
THE FOUNDATION CENTER 1422 EUCLID AVE. #1600 CLEVELAND, OH 44115	NONE EXEMPT		FOUNDATION SUPPORT	1,000.
FRANCES PAYNE BOLTON SCHOOL OF NURSING 10900 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT		SCHOLARSHIP	6,000.
FREE MEDICAL CLINIC 12201 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT		MEDICAL CARE TO NEEDY	25,000.
CANINE COMPANIONS 4989 STATE ROUTE 37 EAST DELAWARE, OH 43105	NONE EXEMPT		COMPANION DOGS FOR THE INFIRMED	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREAT LAKES SCIENCE MUSEUM 601 ERIESIDE AVE. CLEVELAND, OH 44114	NONE EXEMPT		HISTORICAL PRESERVATION	7,000.
HANNA PERKINS CENTER 19910 MALVERN RD. SHAKER HTS, OH 44122	NONE EXEMPT		AID TO NEEDY	5,000.
HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022	NONE EXEMPT.		SHELTER FOR NEEDY	5,000.
HOLDEN ARBORETUM 9500 SPERRY RD. KIRTLAND, OH 44094	NONE EXEMPT		LAND PRESERVATION	5,000.
MAKE-A-WISH FOUNDATION 1422 EUCLID AVE. CLEVELAND, OH 44105	NONE EXEMPT		AID TO TERMINAL CHILDREN	5,000.
MALACHI HOUSE 2810 CLINTON AVE. CLEVELAND, OH 44103	NONE EXEMPT		AID TO NEEDY	10,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CLEVELAND POLICE ATHLETIC LEAGUE 1300 ONTARIO ST CLEVELAND, OH 44113	NONE EXEMPT		POLICE AID TO CHILDREN	5,000.
RAINBOW BABIES & CHILDREN'S HOSPITAL 11100 EUCLID AVE CLEVELAND, OH 44106	NONE EXEMPT		MEDICAL RESEARCH	5,000.
SALVATION ARMY OF CLEVELAND 2507 EAST 22ND STREET CLEVELAND, OH 44115	NONE EXEMPT		AID TO NEEDY	20,000.
SAINT MARTIN DE PORRES HIGH SCHOOL 6111 LAUSCHE AVE CLEVELAND, OH 44103	NONE EXEMPT		EDUCATIONAL SUPPORT	5,125.
SHOES AND COATS FOR KIDS 3311 PERKINS AVE #205 CLEVELAND, OH 44114	NONE EXEMPT		AID TO NEEDY CHILDREN	5,000.
ARTHRITIS FOUNDATION 4630 RICHMOND ROAD CLEVELAND, OH 44128	NONE EXEMPT		MEDICAL RESEARCH	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THERAPEUTIC RIDING CENTER 16497 SNYDER RD. CHAGRIN FALLS, OH 44023	NONE EXEMPT	RIDING THERAPY	15,000.
UNITED CEREBRAL PALSY 10011 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	5,000.
UNITED WAY 1331 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	CHARITABLE SUPPORT	2,000.
VISITING NURSE ASSOCIATION 2500 EAST 22ND ST. CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	15,000.
VOCATIONAL GUIDANCE SERVICES 2239 EAST 53TH ST. CLEVELAND, OH 44103	NONE EXEMPT	EDUCATIONAL SUPPORT	7,500.
VOLUNTEERS OF AMERICA 8225 BRECKSVILLE RD. CLEVELAND, OH 44141	NONE EXEMPT	AID TO NEEDY	10,375.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND METROPARKS 4101 FULTON PARKWAY CLEVELAND, OH 44140	NONE EXEMPT	AID TO MOUNTED POLICE	7,500.
DOMESTIC VIOLENCE CENTER P.O. BOX 5466 CLEVELAND, OH 44101	NONE EXEMPT	AID TO ABUSED WOMEN	7,000.
THE GATHERING PLACE 23300 COMMERCE PARK DRIVE CLEVELAND, OH 44122	NONE EXEMPT	AID TO CANCER VICTIMS	5,000.
HALE FARM & VILLAGE 10825 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	5,000.
HATTIE LARLHAM FOUNDATION 7996 DARROW ROAD TWINSBURG, OH 44087	NONE EXEMPT	EDUCATIONAL SUPPORT	6,500.
HOSPICE OF THE WESTERN RESERVE 300 EAST 185TH STREET CLEVELAND, OH 44119	NONE EXEMPT	AID TO THE DYING	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INVENT NOW 3101 HIGHLAND PARK NORTH CANTON, OH 44720	NONE EXEMPT	SUPPORT FOR RESEARCH	5,000.
CUYAHOGA VALLEY SOIL & CONSERVATION DISTRICT 6100 WEST CANAL RD VALLEY VIEW, OH 44125	NONE EXEMPT	HISTORICAL PRESERVATION	5,000.
FRIENDS OF THE CLEVELAND SCHOOL OF THE ARTS P.O. BOX 18265 CLEVELAND, OH 44118	EXEMPT	EDUCATIONAL SUPPORT	5,000.
YOUTH OPPORTUNITIES UNLIMITED 1361 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY CHILDREN	5,000.
PROVIDENCE HOUSE 2037 WEST 32ND STREET CLEVELAND, OH 44113	NONE EXEMPT	AID TO NEEDY	10,000.
WVIZ/IDEASTREAM 1375 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	PUBLIC TV SUPPORT	5,000.
TOTAL CONTRIBUTIONS PAID			<u>580,000.</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

THE S.K. WELLMAN FOUNDATION

Employer identification number

34-6520032

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-258.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-258.

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)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	319,017.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	319,017.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			-258.
14 Net long-term gain or (loss):				
a Total for year	14a			319,017.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			318,759.

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

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16 ()
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.

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

Schedule D (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

Employer identification number

THE S.K. WELLMAN FOUNDATION

34-6520032

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	-258.
---	-------

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

Schedule D-1 (Form 1041) 2011

Employer identification number

6a

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 319,017.

Schedule D-1 (Form 1041) 2011