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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

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

Ridgecliff Foundation, Inc.

A Employer identification number

34-1671405

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

PO Box 26167

Room/suite

B Telephone number (see instructions)

440-333-1803

City or town, state, and ZIP code

Fairview Park**OH 44126**

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☒

Amended return

☒

Address change

☐

Name change

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☐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

J Accounting method ☐ Cash ☒ Accrual

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

☐ Other (specify)line 16) **\$ 8,511,602** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total ofamounts 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)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	270,882	270,882	270,882	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	74,302			
	b Gross sales price for all assets on line 6a	74,302			
	7 Capital gain net income (from Part IV, line 2)		74,302		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	345,184	345,184	270,882	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	3,900	975		2,925
	c Other professional fees (attach schedule) Stmt 2	32,326	29,243		3,083
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	2,424			200
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,999	2,500		2,499
	22 Printing and publications	1,849			1,849
	23 Other expenses (att sch) Stmt 4	20,280	4,358		15,922
	24 Total operating and administrative expenses. Add lines 13 through 23	65,778	37,076	0	26,478
	25 Contributions, gifts, grants paid	458,590			455,900
	26 Total expenses and disbursements. Add lines 24 and 25	524,368	37,076	0	482,378
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-179,184			
	b Net investment income (if negative, enter -0-)		308,108		
	c Adjusted net income (if negative, enter -0-)			270,882	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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	14,598	6,443	6,443
	2 Savings and temporary cash investments			
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,515	1,515	1,515
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 5	4,122,423	3,795,425	4,164,299
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 6	3,958,243	4,115,284	4,339,345
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	8,096,779	7,918,667	8,511,602
Liabilities	17 Accounts payable and accrued expenses	2,727	1,370	
	18 Grants payable	108,938	111,629	
	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 ▶ See Statement 7)	262		
	23 Total liabilities (add lines 17 through 22)	111,927	112,999	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	7,984,852	7,805,668	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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			
	30 Total net assets or fund balances (see instructions)	7,984,852	7,805,668	
	31 Total liabilities and net assets/fund balances (see instructions)	8,096,779	7,918,667	

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	7,984,852
2 Enter amount from Part I, line 27a	2	-179,184
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	7,805,668
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	7,805,668

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 SECURITIES HELD IN TRUST		P	12/31/12	12/31/12
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 74,302			74,302
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			74,302
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	74,302
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	525,858	8,875,507	0.059248
2010	488,489	8,540,179	0.057199
2009	599,461	7,648,970	0.078371
2008	577,825	9,538,688	0.060577
2007	412,172	10,071,626	0.040924

2 Total of line 1, column (d)	2	0.296319
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	0.059264
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,426,454
5 Multiply line 4 by line 3	5	499,385
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,081
7 Add lines 5 and 6	7	502,466
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	482,378

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	6,162
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	0
3	Add lines 1 and 2	3	6,162
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	6,162
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,224
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. Tax Paid w/ O.R.	7	4,833
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	1,329
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 2013 estimated tax Refunded	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 Instructions for the 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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 ► WWW.RIDGECLIFF.ORG	13	X	

14 The books are in care of ► **GREGORY J MALAFARINA** Telephone no ► **440-333-1803**
P.O. Box 26167
 Located at ► **FAIRVIEW PARK** OH ZIP+4 ► **44126**

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

16	At any time during calendar year 2012, 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 ►	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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b		X
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 2012? N/A	1c		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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) N/A	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 ► 20 , 20 , 20 , 20			
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 2012 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 2012) N/A	3b		
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 2012?	4b		X

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		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
See Statement 8				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total Add lines 1 through 3	

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	8,544,730
b	Average of monthly cash balances	1b	8,531
c	Fair market value of all other assets (see instructions)	1c	1,515
d	Total (add lines 1a, b, and c)	1d	8,554,776
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,554,776
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	128,322
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,426,454
6	Minimum investment return. Enter 5% of line 5	6	421,323

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	421,323
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,162
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,162
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	415,161
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	415,161
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	415,161

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	482,378
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	482,378
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	482,378

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				415,161
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				213,416
d From 2010				65,394
e From 2011				88,538
f Total of lines 3a through e	367,348			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 482,378				
a Applied to 2011, 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 2012 distributable amount				415,161
e Remaining amount distributed out of corpus	67,217			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	434,565			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	434,565			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				213,416
c Excess from 2010				65,394
d Excess from 2011				88,538
e Excess from 2012				67,217

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 2012, enter the date of the ruling ▶					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed
RIDGECLIFF FOUNDATION INC 440-333-1803
C/O MICHAEL A MINELLI FAIRVIEW PARK OH 44126

b The form in which applications should be submitted and information and materials they should include
SEE ATTACHED GRANT GUIDELINES

c Any submission deadlines.
SEE ATTACHED GRANT GUIDELINES

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 9				455,900
Total			▶ 3a	455,900
b Approved for future payment See Statement 10				111,628
Total			▶ 3b	111,628

Form 990-PF - General Footnote

Description

GRANT GUIDELINES

GENERAL REQUIREMENTS

GRANT REQUESTS MUST BE IN THE FIELDS OF MENTAL HEALTH OR CHEMICAL
DEPENDENCY, FOCUSED ON ONE OR MORE OF THE FOLLOWING:

EDUCATION
PREVENTION
TREATMENT
RESEARCH

THE FOUNDATION WILL CONSIDER ONLY REQUESTS FOR SPECIFIC PROJECTS RATHER
THAN FOR GENERAL OPERATING SUPPORT.

THE FOUNDATION WILL NOT FUND CONSTRUCTION PROJECTS, PURCHASE OF CAPITAL
EQUIPMENT, OR FEASIBILITY STUDIES.

SUSTAINABILITY OF PROJECTS AND MEASUREMENT OF OUTCOME ARE EXPECTED.

ONLY ONE GRANT WILL BE PROVIDED TO AN ORGANIZATION IN A 12 MONTH PERIOD.

APPLICANTS SEEKING FUNDING FOR MULTI-YEAR PROJECTS MUST RE-APPLY EACH YEAR.

GEOGRAPHIC

THE FOUNDATION'S GRANT-MAKING WILL BE LIMITED TO THE FOLLOWING NORTHEAST
OHIO COUNTIES: ASHTABULA, CUYAHOGA, GEAUGA, LAKE, LORAIN, MAHONING, MEDINA,
PORTAGE, SUMMIT AND TRUMBULL.

ELIGIBILITY

GRANTS ARE AWARDED ONLY TO TAX-EXEMPT, NONPROFIT ORGANIZATIONS. NO GRANTS
ARE AWARDED DIRECTLY TO INDIVIDUALS

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTANT CHARGE	\$ 3,900	\$ 975	\$	\$ 2,925
Total	\$ 3,900	\$ 975	\$ 0	\$ 2,925

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TRUSTEE FEES	\$ 32,326	\$ 29,243	\$	\$ 3,083
Total	\$ 32,326	\$ 29,243	\$ 0	\$ 3,083

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OHIO FEE	\$ 200	\$	\$	\$ 200
FRANCHISE TAX	2,224			
Total	\$ 2,424	\$ 0	\$ 0	\$ 200

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
OFFICE EXPENSE	8,715	4,358		4,357
INSURANCE	2,172			2,172
WEBSITE DEVELOPMENT	9,393			9,393
Total	<u>\$ 20,280</u>	<u>\$ 4,358</u>	<u>\$ 0</u>	<u>\$ 15,922</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	\$ 4,122,423	\$ 3,795,425	Cost	\$ 4,164,299
Total	\$ 4,122,423	\$ 3,795,425		\$ 4,164,299

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MONEY MARKET FUNDS	\$ 283,405	\$ 175,987	Cost	\$ 175,987
MUTUAL FUNDS	3,674,838	3,939,297	Cost	4,163,358
Total	\$ 3,958,243	\$ 4,115,284		\$ 4,339,345

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
ACCRUED FEDERAL EXCISE TAX	\$ 262	\$
Total	\$ 262	\$ 0

318 Ridgecliff Foundation, Inc.
34-1671405
FYE: 12/31/2012

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERTA TALIAFERRO 2119 STINE RD Peninsula OH 44264	TRUSTEE	1.00	0	0	0
THOMAS TS KAUNG 12 PEPPER RIDGE ROAD PEPPER PIKE OH 44124	V PRESIDENT	1.00	0	0	0
BLANCHE DORTCH 1265 SHADY LAKES DRIVE KENT OH 44240	TRUSTEE	1.00	0	0	0
GREGORY MALAFARINA 32055 ARTHUR ROAD SOLON OH 44139	TREASURER	1.00	0	0	0
MICHAEL A MINELLI 4169 STORY ROAD FAIRVIEW PARK OH 44126	V PRESIDENT	1.00	0	0	0
ELENA LIDRBAUCH 1776 LESTER ROAD VALLEY CITY OH 44280	TRUSTEE	1.00	0	0	0
J DAVID INGERSOLL 526 SUPERIOR AVE. #458 CLEVELAND OH 44114	SECRETARY	1.00	0	0	0
MARY TERESE MATOUSEK 571 EAST 260 STREET EUCLID OH 44132	TRUSTEE	1.00	0	0	0
PAUL MCHUGH 2487 SAYBROOK ROAD UNIVERSITY HTS OH 44118	TRUSTEE	1.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
Total	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
Total	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE ATTACHED GRANT GUIDELINES

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SEE ATTACHED GRANT GUIDELINES

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
SEE ATTACHED GRANT GUIDELINES

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the

Year

Name	Address	Relationship	Status	Purpose	Amount
CATHOLIC CHARITIES OF MEDINA MEDINA OH 44256	740 EAST WASHINGTON 501 C 3			EARLY CHILDHOOD MH SERVICE	20,000
HOSPICE OF THE WESTERN RE CLEVE OH 44119	300 EAST 185 501 C 3			CONT'D SUPPORT OF SCHOOL CRISIS RESP	25,000
CLEVELAND PUBLIC THEATRE CLEVE OH 44102	6415 DETROIT AVE 501 C 3			Y HAVEN THEATRE PROJECT	7,500
LIVING MIRACLES AKRON OH 44107	1581 WEST 117 501 C 3			PARTIAL SUPPORT FOR STAFF, WEB, TRAIN	7,500
NAMI OF GREATER CLEVELAND CLEVE OH 44113	212 WEST 25 ST 501 C 3			FAMILY & CONSUMER MH SUPPORT AND ED	10,875
PROVIDENCE HOUSE CLEVE OH 44113	2037 WEST 32 ST 501 C 3			SPONSOR 13 INFANTS IN CRISIS INTERVE	33,000
WEST SIDE CATHOLIC CENTER CLEVE OH 44113	3135 LORAIN AVE 501 C 3			SUPPORT OF COUNSELORS	27,000
CHAGRIN VALLEY LITTLE THE CHAGRIN FALLS OH 44022	40 RIVER RD 501 C 3			ACCENT ON YOUTH	11,850
PRIOR YEAR ACCRUED GRANTS VARIOUS OH 44126	VARIOUS 501 C 3			VARIOUS	
CLEVE PUBLIC THEATRE CLEVE OH 44102	6415 DETROIT AVE 501 C 3			Y HAVEN THEATRE PROJECT	7,500
SUICIDE PREVENTION EDUCATION ALLIAN CLEVE OH 44122	29425 CHAGRIN BLVD 501 C 3			ADOLESCENT DEPR AND SUICIDE PREV	10,000
VICTIM ASSISTANCE PROGRAM AKRON OH 44309	P O BOX 444 501 C 3			SUPPORT MH COUNSELOR	18,000
COLEMAN PROFESSIONAL SERV KENT OH 44240	5982 RHODES RD 501 C 3			SCHOOL BASED INTERVENTIONS	20,000
NORTH CANTON PLAYHOUSE AKRON OH 44720	1127 E MAPLE ST 501C3			RAISING AWARENESS OF SA	9,200
NORTH CANTON PLAYHOUSE AKRON OH 44720	1127 E MAPLE ST 501C3			RAISING AWARENESS OF SA	9,200
CHOICES AKRON OH 44311	320 EAST SOUTH ST 501C3			2 2 DAY WELLNESS RECOVERY	1,303
TRANSITIONAL HOUSING CLEVE OH 44113	1545 WEST 25 501C3			TRANSFORMING WOMEN LIVES	20,000

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
CORNERSTONE OF HOPE	INDEPENDENCE OH 44131	5905 BRECKSVILLE RD	501C3			1 YR SUICIDE PREVENT PROGRAM	4,720
CORNERSTONE OF HOPE	INDEPENDENCE OH 44131	5905 BRECKSVILLE RD	501C3			1 YR SUICIDE PRVENT PROGRAM	
EPILEPSY ASSOCIATION	CLEVE OH 44115	2831 PROSPECT AVE	501C3			PROACTIVE SKILL DEV PROGRAM	7,500
FINE ARTS ASSOC	WILLOUGHBY OH 44094	38660 MENTOR AVE	501C3			HEALTHY LIVING PLAY SERIES	5,000
FREE MEDICAL CLINIC OF GREATER CLEV	CLEVE OH 44106	12201 EUCLID AVE	501C3			MH PROGRAM	20,000
FREE MEDICAL CLINIC OF GREATER CLEV	CLEVE OH 44106	12201 EUCLID AVE	501C3			MH PROGRAM	25,000
PROJECT HOPE FOR HOMELESS	PAINESVILLE OH 44077	25 FREEDOM RD	501C3			MH PROGRAM	6,554
PROJECT HOPE FOR HOMELESS	PAINESVILLE OH 44077	526 SUPERIOR AVE	501C3			MH PROGRAM	4,198
CLEVELAND RAPE CRISIS CENTER	CLEVE OH 44114	2831 PROSPECT AVE	501C3			TRAUMA AND ADDICTION PROGRAM	12,500
EPILEPSY ASSOC	CLEVE OH 44115	246 NORTHLAND DR. #200A	501C3			CHARITY CARE FOR PATIENTS	7,500
ALTERNATIVE PATHS	MEDINA OH 44256	P.O. BOX 5466	501C3			GIRLS CIRCLE PROGRAM - JUVENILE COUR	5,000
DOMESTIC VIOLENCE CENTER	CLEVELAND OH 44101	2351 EAST 22ND ST.	501C3			TRAUMA COUNSELING SURVIVORS ABUSE	10,000
ST VINCENT CHARITY MED CENTER	CLEVELAND OH 44115	1710 PROSPECT AVE	501C3			TREATMENT INTENSIVE OUTPATIENT PROGRA	25,000
THE SALVATION ARMY	CLEVELAND OH 44115	3950 CHESTER AVE.	501C3			LIGHT SUBSTANCE ABUSE RECOVERY PROG	30,000
RECOVERY RESOURCES	CLEVELAND OH 44114	20 OLIVE ST	501C3			MH AND SA PREVENTION AND TREATMENT	25,000
MENTAL HEALTH AMERICA - SUMMIT CTY	AKRON OH 44310	1468 WEST 25TH ST	501C3			ADOLESCENT SUICIDE PREVENTION	10,000
COMMUNITY RE-ENTRY	CLEVELAND OH 44113		501C3			WOMEN'S RE-ENTRY NETWORK PROGRAM	10,000

Federal Statements

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
HELP HOTLINE CRISIS CENTER		YOUNGSTOWN OH 44501		P.O. BOX 46	501C3	211 SERVICES & PEER TO PEER	10,000
Total							455,900

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Statement 10 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name	Address	Relationship	Status	Purpose	Amount
CLEVE PUBLIC THEATRE CLEVE OH 44102	6415 DETROIT AVE 501 C 3			Y HAVEN THEATRE PROJECT	7,500
FREE MEDICAL CLINIC OF GREATER CLEV CLEVE OH 44106	12201 EUCLID AVE 501C3			MH PROGRAM	20,000
EPILEPSY ASSOCIATION CLEVE OH 44115	2831 PROSPECT AVE 501C3			PROACTIVE SKILL DEV PROGRAM	7,500
JEWISH FAMILY ASSOC BEACHWOOD OH 44122	3659 S GREEN RD 501C3			MH PROGRAM	
CLEVELAND RAPE CRISIS CENTER CLEVELAND OH 44114	526 SUPERIOR AVE 501C3			TRAUMA AND ADDICTION PROGRAM	12,500
COMMUNITY RE-ENTRY CLEVELAND OH 44113	1468 WEST 25TH ST 501C3			WOMEN'S RE-ENTRY NETWORK PROGRAM	10,000
HELP HOTLINE CRISIS CENTER YOUNGSTOWN OH 44501	P.O. BOX 46 501C3			211 SERVICES AND PEER TO PEER	10,000
LIVING MIRACLES CLEVELAND OH 44107	1581 WEST 117 ST 501C3			PEER SUPPORT AND EDUCATION PROGRAM	7,500
NAMI GREATER CLEVELAND CLEVELAND OH 44113	212 WEST 25TH ST. #600 501C3			FAMILY & CONSUMER SUPPORT & EDUCATIO	10,874
NORTH CANTON PLAYHOUSE NORTH CANTON OH 44720	1127 EAST MAPLE ST. 501C3			RAISING AWARENESS FOR SA	9,200
PROJECT HOPE FOR HOMELESS PAINESVILLE OH 44077	25 FREEDOM RD 501C3			MH PROGRAM	6,554
SUICIDE PREVENTION PROGRAM CLEVELAND OH 44122	29425 CHAGRIN BLVD			ADOLESCENT DEPR AND SUICIDE PREV	10,000
Total					111,628