



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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year **2012** or tax year beginning, **2012**, and ending, **20**Name of foundation **H.C.S. FOUNDATION**C/O - **L. THOMAS HILTZ**

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

Room/suite

**1801 EAST NINTH STREET****1105**

City or town, state, and ZIP code

**CLEVELAND, OH 44114-3103**

G Check all that apply

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

H Check type of organization

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

I Fair market value of all assets at end

J Accounting method ☒ Cash ☐ Accrual

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

☐ Other (specify)16) **\$ 104,368,291.**

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

A Employer identification number

**34-6514235**

B Telephone number (see instructions)

**(216) 781-3502**C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	296,193.	296,193.		
4 Dividends and interest from securities	2,789,449.	2,789,449.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	180,890.			
b Gross sales price for all assets on line 6a	114,835,688.			
7 Capital gain net income (from Part IV, line 2)		180,890.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	3,266,532.	3,266,532.		
13 Compensation of officers, directors, trustees, etc.	555,791.	37,954.		517,836.
14 Other employee salaries and wages	115,636.	7,896.		107,740.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	9,011.			9,011.
b Accounting fees (attach schedule)	58,395.			58,395.
c Other professional fees (attach schedule) *	171,542.	82,459.		89,083.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH. 2	71,270.	30,638.		5,632.
19 Depreciation (attach schedule) and depletion	95.			
20 Occupancy	55,856.	5,350.		50,506.
21 Travel, conferences, and meetings	1,438.			1,438.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 3	47,583.	11,542.		35,841.
24 Total operating and administrative expenses. Add lines 13 through 23	1,086,617.	175,839.		875,482.
25 Contributions, gifts, grants paid	3,263,403.			3,263,403.
26 Total expenses and disbursements. Add lines 24 and 25	4,350,020.	175,839.		4,138,885.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,083,488.			
b Net investment income (if negative, enter -0-)		3,090,693.		
c Adjusted net income (if negative, enter -0-)				

SCANNED NOV 15 2013

Revenue

Operating and Administrative Expenses

JH

JH

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		38,774.	14,806.	14,806.
	2	Savings and temporary cash investments . . . . .		1,161,932.	986,552.	986,552.
	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) **		13,179,734.	13,335,000.	13,335,000.
	b	Investments - corporate stock (attach schedule) ATCH 5		60,065,795.	60,956,724.	86,272,622.
	c	Investments - corporate bonds (attach schedule) ATCH 6		5,517,009.	3,586,853.	3,505,248.
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) ATCH 7		6,960.	6,960.	6,960.	
14	Land, buildings, and equipment basis ▶ . . . . . 2,480.					
	Less: accumulated depreciation (attach schedule) ▶ . . . . . 2,480.		95.			
15	Other assets (describe ▶ . . . . . ATCH 8)		38,413.	38,413.	247,103.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		80,008,712.	78,925,308.	104,368,291.	
<b>Liabilities</b>	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 ▶ . . . . . ATCH 9)		1,776.	1,860.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		1,776.	1,860.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .		48,876,844.	48,876,844.	
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .		31,130,092.	30,046,604.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		80,006,936.	78,923,448.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		80,008,712.	78,925,308.	

**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	80,006,936.
2	Enter amount from Part I, line 27a . . . . .	2	-1,083,488.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	78,923,448.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	78,923,448.

\*\*ATCH 4

Form 990-PF (2012)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	180,890.	
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))
2011	4,863,296.	95,417,727.	0.050968
2010	4,698,778.	92,455,143.	0.050822
2009	5,392,227.	86,256,013.	0.062514
2008	6,030,943.	110,677,696.	0.054491
2007	5,799,346.	123,698,801.	0.046883
2 Total of line 1, column (d)			2 0.265678
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 0.053136
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 102,211,761.
5 Multiply line 4 by line 3			5 5,431,124.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 30,907.
7 Add lines 5 and 6			7 5,462,031.
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 4,138,885.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	61,814.
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 . . . . .			
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	61,814.
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	61,814.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a 68,758.		
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 10,000.		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	78,758.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	16,944.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 16,944. Refunded <input type="checkbox"/> <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . .	1b	X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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? . . . . .	2	X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5	X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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? . . . . .	6	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	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	8b	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 . . . . .	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	X

Form 990-PF (2012)

**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 ▶ MR. L. THOMAS HILTZ Telephone no ▶ 216-781-3502			
	Located at ▶ 1801 E. 9TH STREET, STE 1105 CLEVELAND, OH ZIP+4 ▶ 44114-3103			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 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? . . . . .	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <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 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) . . . . .	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

Form 990-PF (2012)

**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 ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 10		555,791.	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
ATCH 11		74,000.	0	0

Total number of other employees paid over \$50,000 ☐ 1

Form 990-PF (2012)

**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
ATCH 12 .		222,479.
Total number of others receiving over \$50,000 for professional services . . . . .		3

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

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2012)



**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	102,370,328.
b	Average of monthly cash balances	1b	1,144,735.
c	Fair market value of all other assets (see instructions)	1c	253,222.
d	Total (add lines 1a, b, and c)	1d	103,768,285.
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	103,768,285.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,556,524.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	102,211,761.
6	Minimum investment return. Enter 5% of line 5	6	5,110,588.

**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	5,110,588.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	61,814.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	61,814.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,048,774.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,048,774.
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	5,048,774.

**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	4,138,885.
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	4,138,885.
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	4,138,885.

**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

Form 990-PF (2012)

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				5,048,774.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			3,172,750.	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>4,138,885.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			3,172,750.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				966,135.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				4,082,639.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .		0		
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

Form **990-PF** (2012)

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

NOT APPLICABLE

**1 a** 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

4942(j)(3) or

4942(j)(5)

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

ATCH 13

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

NONE

**c** Any submission deadlines.

NONE

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

NONE

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<b>a</b> <i>Paid during the year</i> SEE STATEMENT 14					3,263,403.
<b>Total</b> . . . . .				► <b>3a</b>	3,263,403.
<b>b</b> <i>Approved for future payment</i>					
<b>Total</b> . . . . .				► <b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
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	296,193.	
4 Dividends and interest from securities . . . . .			14	2,789,449.	
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	180,890.	
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) . . . . .				3,266,532.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13	3,266,532.

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

[illegible]



**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.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

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

C/O - L. THOMAS HILTZ

Employer identification number

34-6514235

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b 1b 5,286.

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 2011 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 5,286.

**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 172,851.

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 2,753.

10 Gain from Form 4797, Part I 10

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 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 12 175,604.

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

Schedule D (Form 1041) 2012

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part.**(1) Beneficiaries'  
(see instr)(2) Estate's  
or trust's

(3) Total

<b>13</b> Net short-term gain or (loss) . . . . .	<b>13</b>		5,286.
<b>14</b> Net long-term gain or (loss):			
a Total for year . . . . .	<b>14a</b>		175,604.
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c 28% rate gain . . . . .	<b>14c</b>		
<b>15</b> Total net gain or (loss). Combine lines 13 and 14a . . . . . ▶	<b>15</b>		180,890.

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

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

a The loss on line 15, column (3) or b \$3,000

**16** ( )

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

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

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

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

<b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b> Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b> Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b> Enter the smaller of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b> Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> 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 . . . . .	<b>25</b>		
<b>26</b> Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b> Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b> Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b> Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>		
<b>31</b> Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b> Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b> Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b> Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2012



Department of the Treasury  
Internal Revenue Service

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

2012

► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

Name of estate or trust .

H.C.S. FOUNDATION

Employer Identification number

34-6514235

[illegible]

<b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .	5,286.
--	--------

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

Schedule D-1 (Form 1041) 2012

JSA  
2F1221 2 000

9NW06G 1637

V 12-7F

Employer identification number

## Part II

<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b		172,851.
---	--	----------

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

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

### Type or print

File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

H.C.S. FOUNDATION  
C/O - L. THOMAS HILTZ

Employer identification number (EIN) or

34-6514235

Number, street, and room or suite no. If a P.O. box, see instructions

1801 EAST NINTH STREET

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CLEVELAND, OH 44114-3103

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No ► 216 781-3502

FAX No ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☒ calendar year 2012 or  
► ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	78,758.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	78,758.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	

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

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

Form **8868** (Rev. 1-2013)

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

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

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

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

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

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 990-BL	02	Form 4720	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

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

- The books are in the care of ☒ MR. L. THOMAS HILTZ  
Telephone No ☒ 216 781-3502 FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 2013
- 5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NECESSARY IN ORDER TO COMPLETE AN ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	78,758.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	78,758.
c <b>Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	

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

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

Signature  Title  Date

**FORM 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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,753.	
265,794.		ST CAPITAL GAINS -SECURITIES-SEE STMT 260,508.					VARIOUS 5,286.	VARIOUS
110675003.		ST USB X4581 TREASURY BILLS 110675003.					VARIOUS	VARIOUS
1,346,283.		LT CAPITAL GAINS -SECURITIES -SEE STMT 1,089,131.					VARIOUS 257,152.	VARIOUS
1,845,855.		LT CAPITAL GAINS -BONDS -SEE STMT 1,930,156.					VARIOUS -84,301.	VARIOUS
700,000.		ST RWB X6995 TREASURY BILLS 700,000.					08/25/2011	02/09/2012
TOTAL GAIN(LOSS) .....							<u>180,890.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	82,459.	82,459.	
MANAGEMENT CONSULTANT	89,083.		89,083.
TOTALS	<u>171,542.</u>	<u>82,459.</u>	<u>89,083.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL ESTIMATED PAYMENTS	35,000.		
FTC	30,225.	30,225.	
PAYROLL TAXES	6,045.	413.	5,632.
TOTALS	<u>71,270.</u>	<u>30,638.</u>	<u>5,632.</u>

ATTACHMENT 3• FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MISCELLANEOUS	1,340.	1,140.	
OFFICE EXPENSE	13,685.	954.	9,001.
INSURANCE	9,955.	1,311.	12,374.
ADJ COMP FOR DECEASED TRUSTEE	22,603.	8,137.	14,466.
TOTALS	<u>47,583.</u>	<u>11,542.</u>	<u>35,841.</u>



FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 4

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. TREASURY BILLS	13,179,734.	13,335,000.	13,335,000.
US OBLIGATIONS TOTAL	<u>13,179,734.</u>	<u>13,335,000.</u>	<u>13,335,000.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABS	1,975,921.	1,975,921.	2,358,000.
AGL RESOURCES	1,239,750.	1,239,750.	1,279,040.
ANALOG DEVICES, INC.	1,181,245.	1,181,245.	1,219,740.
APPLIED INDUSTRIAL TECH., INC.	2,770,481.	2,770,481.	21,005,000.
AT&T INC.	1,721,922.	1,721,922.	2,022,600.
BHP BILLITON LTD ADR	2,004,028.	2,004,028.	1,882,080.
BRISTOL MYERS SQUIBB CO.	2,043,433.	2,043,433.	1,987,990.
THE COCA-COLA COMPANY	1,313,583.	1,313,583.	1,450,000.
CONOCOPHILLIPS	1,958,098.	1,509,497.	1,507,740.
DIGITAL REALTY TRUST INC.	995,824.	992,249.	1,048,517.
ELI LILLY CO	1,436,865.	1,436,865.	1,479,600.
GENERAL ELECTRIC COMPANY	2,720,292.	2,720,292.	2,392,860.
GENERAL MILLS INC.	1,662,993.	1,662,993.	1,818,900.
HEALTH CARE REIT INC.	994,740.	968,256.	1,181,232.
HOME DEPOT INC.	1,968,138.	1,968,138.	3,216,200.
HUDSON CITY BANCORP INC	1,124,556.	1,124,556.	780,480.
INTEL CORP	2,174,520.	2,174,520.	2,062,000.
JOHNSON & JOHNSON	1,518,045.	1,518,045.	1,752,500.
KIMBERLY CLARK CORP	1,479,128.	1,479,128.	1,941,890.
KINDER MORGAN INC	995,014.	995,014.	1,194,154.
MCDONALDS CORP	1,977,955.	1,977,955.	2,293,460.
MICROCHIP TECHNOLOGY INC	1,411,942.	1,362,872.	1,101,008.
NSTAR	1,249,860.		
NESTLE SA SPON ADR	1,962,070.	1,962,070.	2,606,800.
NEXTERA SA SPNSD ADR	1,149,622.	1,149,622.	1,660,560.
NORTHEAST UTILITIES		1,249,860.	1,794,554.
NOVARTIS AG ADR	1,602,678.	1,602,678.	1,899,000.
PEPSICO INC.	1,667,090.	1,667,090.	1,710,750.
PFIZER INC.	16,883.	16,883.	18,810.

ATTACHMENT 5 (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>
PHILIP MORRIS INTL	1,813,457.	1,813,457.	2,007,360.
PHILLIPS 66		448,600.	690,300.
PROCTER & GAMBLE COMPANY	1,915,851.	1,915,851.	2,036,700.
RPM INTERNATIONAL, INC	1,357,254.	1,357,254.	1,761,600.
SPECTRA ENERGY CORP	2,102,864.	2,102,864.	2,190,400.
VERIZON COMMUNICATIONS INC.	1,582,192.	1,582,192.	1,860,610.
VODAFONE GROUP PLC ADR	2,048,405.	2,048,405.	1,766,449.
BAIRD INVESTMENTS (STMT 5A)	4,929,096.	5,899,155.	7,293,738.
TOTALS	<u>60,065,795.</u>	<u>60,956,724.</u>	<u>86,272,622.</u>

ROBERT W BAIRD & CO, INC INVESTMENTS

Description	Beginning Book Balance	Ending Book Balance	Ending FMV
AT&T, Inc	170,695	106,136	119,502
Abbott Laboratories	205,880	172,922	212,548
Altra Group Inc	98,171	107,107	156,571
Analog Devices, Inc	NONE	172,167	185,274
Automatic Data Processing	134,686	104,250	145,172
BCE Inc New	168,391	136,002	158,878
Bank of Nova Scotia	200,769	101,297	128,494
Baxter International, Inc	NONE	126,710	141,319
Blackrock Inc	68,912	128,949	162,267
Bristol Myers Squibb Company	113,014	124,477	190,977
Canadian Imperial Bank	104,374	64,477	72,952
Chevron Corp	NONE	119,202	124,902
Cisco Systems Inc	NONE	169,739	167,511
Coca-Cola Company	109,020	136,249	160,588
ConocoPhillips	55,918	NONE	NONE
Crescent Point Energy Trust Unit	71,464	70,296	71,480
Darden Restaurants	116,376	NONE	NONE
Digital Realty Trust Inc	150,346	152,282	164,041
Emerson Electric Company	64,926	142,339	188,008
Enbridge Inc	114,213	NONE	NONE
Arthur J Gallagher & Company	NONE	117,206	113,652
General Electric Company	NONE	207,654	201,819
Genuine Parts Company	NONE	135,550	139,876
GlaxoSmithKline PLC ADR	107,593	125,523	130,845
HCP, Inc	77,131	78,059	161,643
Healthcare Services Group	52,840	NONE	NONE
Health Care REIT, Inc	105,262	107,312	165,949
Heinz HJ Company	165,974	222,079	251,196
Intel Corp	192,084	206,709	190,529
Johnson & Johnson	NONE	179,140	186,116
Kinder Morgan Inc DE	165,574	192,628	233,531
Kimberly-Clark Corp	118,805	136,423	210,231
Kraft Foods Group, Inc	NONE	174,797	172,559
Mattel Inc	113,846	129,738	182,368
McDonalds Corp	210,237	203,659	299,914
Merck & Company	61,677	67,403	75,125
National Retail Properties, Inc	63,042	71,816	107,342
NextEra Energy (formerly FPL Group)	70,257	45,938	71,681
Novartis AG Spons ADR	118,800	134,490	171,860
Oneok, Inc NEW	118,996	144,555	216,743
Phillip Morris International	143,596	137,560	217,464
Praxair, Inc	121,884	121,884	164,175
Procter & Gamble Co	125,411	139,578	181,945
Realty Income Corp	74,538	47,508	67,332
RPM International Inc	161,738	74,512	115,238
Southern Company	145,948	148,949	176,377
Spectra Energy Corp	136,869	NONE	NONE
United Technologies Corp	87,884	152,670	226,266
Vermillion Energy Trust Unit	66,222	55,935	85,739
Waste Management Inc DEL	175,736	NONE	NONE
Williams Cos Inc DEL	NONE	205,283	225,742
<b>TOTAL:</b>	<b>4,929,096</b>	<b>5,899,155</b>	<b>7,293,738</b>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE STMT	5,517,009.	3,586,853.	3,505,248.
TOTALS	<u>5,517,009.</u>	<u>3,586,853.</u>	<u>3,505,248.</u>

**CORPORATE BONDS**

<u>Description</u>	<u>Beginning Book Balance</u>	<u>Ending Book Balance</u>	<u>Ending FMV</u>
2012/03/15 (88) Commonwealth Ed	94,556	NONE	NONE
2012/10/01 (500) John Deere Cap	524,500	NONE	NONE
2012/10/01 (500) Peco Energy Co	527,400	NONE	NONE
2012/12/03 (500) Kellogg Co	530,200	NONE	NONE
2013/03/06 (500) Kellogg	516,050	516,050	503,315
2013/05/15 (250) Black Hills	253,500	NONE	NONE
2013/07/15 (250) Alcoa	248,750	248,750	256,630
2013/10/01 (250) Kraft Foods	264,375	264,375	257,950
2013/12/16 (250) Home Depot	258,625	258,625	261,565
2014/01/15 (250) Kroger	280,500	280,500	267,415
2014/01/15 (95) Dupont Ei	91,928	91,928	89,711
2014/02/06 (250) Altria	276,375	276,375	268,700
2014/02/15 (500) Kimberly Clark	568,000	568,000	534,915
2014/03/01 (500) Hewlett Pack	548,250	548,250	525,610
2014/04/01 (250) Time Warner	274,750	274,750	270,888
2014/09/15 (250) AT&T Inc	259,250	259,250	268,550
	<u><b>5,517,009</b></u>	<u><b>3,586,853</b></u>	<u><b>3,505,248</b></u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

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

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION FEES	3,500.	3,500.	3,500.
OFFICE FIXTURES	263.	263.	263.
OFFICE FURNISHINGS	6,267.	6,267.	6,267.
COINS	28,361.	28,361.	237,051.
SECURITY DEPOSIT - BWC	22.	22.	22.
TOTALS	<u>38,413.</u>	<u>38,413.</u>	<u>247,103.</u>



ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PAYROLL WITHHOLDINGS	1,776.	1,860.
TOTALS	<u>1,776.</u>	<u>1,860.</u>

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

Name and Address	Title	Estimated Time Devoted to Position	Compensation for Investment Purposes	Compensation for Charitable Purposes	Total
<b>Francie S. Hiltz</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	25 50 hr	\$ -	\$ 137,787	\$ 137,787
<b>L. Thomas Hiltz</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	31 40 hr	\$ 20,126	\$ 189,995	\$ 210,121
<b>Betty Jane Mulcahy</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	13 50 hr	\$ 17,794	\$ 74,527	\$ 92,321
<b>Elizabeth S. Saal</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	19 80 hr	\$ 34	\$ 48,146	\$ 48,180
<b>Milton B. Schott, Jr.</b> 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	11 70 hr	\$ -	\$ 67,381	\$ 67,381
<b>Grand Totals</b>			<u>37,954</u>	<u>517,836</u>	<u>\$ 555,791</u>

See attached list of Trustee Responsibilities

While the HCS Foundation (HCSF) utilizes the services of outside professionals (e.g., accountants and tax advisors, investment managers and attorneys) to help meet its management needs, it typically only does so for complex issues that are of a longer-term, strategic nature.

Virtually all of the day-to-day tasks at HCSF are completed by the Trustees or by support personnel.

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

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

- The Trustees must oversee the development of HCSF's investment management strategies and must ensure that the most appropriate investment management tactics are utilized whenever practicable.
- The Trustees must monitor, analyze and interpret short-term and long-term trends in the relevant financial markets, and must act-upon those trends in a timely and responsible manner.
- The Trustees must develop a clear philanthropic agenda for HCSF, and must make certain that every dimension of the agenda is supported by an appropriate set of initiatives; the Trustees must consistently develop and implement any and all required initiatives in a timely, focused and cost-effective manner.
- As a practical matter, the Trustees at HCSF must design and execute all of the policies, plans and programs that are required to support the organization's continued success without the help of a traditional management team.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>		
JAMIE LAWRENCE 1801 E. 9TH ST. # 1105 CLEVELAND, OH 44114	EXECUTIVE ASSISTANT 40.00	74,000.	0	0
	TOTAL COMPENSATION	<u>74,000.</u>		

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WM. P. CIMINO HUMAN CAPITAL ADVISOR, LLC 1493 MIDDLETON RD CLEVELAND HEIGHTS, OH 44121 HUMAN CAPITAL ADVISOR	MANAGEMENT ADVISOR	89,084.
PRICEWATERHOUSECOOPERS, LLP 200 PUBLIC SQUARE # 1800 CLEVELAND, OH 44114-2301 ACCOUNTING AND TAX RETURN PREPARATION	ACCOUNTING	58,395.
BAHL & GAYNOR, INC. 212 E. 3RD STREET SUITE 200 CINCINNATI, OH 45202 INVESTMENT CONSULTING	INVESTMENT MGMT	75,000.
TOTAL COMPENSATION		<u>222,479.</u>

ATTACHMENT 13

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

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

H. C. S. FOUNDATION  
34-6514235

Charitable Contributions – 2012

<u>Recipient</u>	<u>Amount</u>	<u>Purpose</u>
The Cleveland Museum of Art Cleveland, OH	\$ 30,000.00	In support of the <i>Rembrandt in America</i> exhibit and educational programs.
Spirit of Cincinnati Cincinnati, OH	250,000.00	In support of the 7 <sup>th</sup> World Choir Games performed in Cincinnati, Ohio.
Teach for America, Inc. Cincinnati, OH	25,000.00	Toward selecting, training and providing support to their first southwest Ohio corps to expand educational opportunities for children in low income communities.
UGive. Org Cincinnati, OH	85,000.00	Partial payment of pledge in support of wages and operations.
CC Pro Foundation Cincinnati, OH	50,000.00	To be principal sponsor for The Pink Ribbon Luncheon.
Muhammad Ali Museum and Education Center Louisville, KY	130,000.00	To support the merged activities and combined operations of UGive.Org.
UGive.Org Cincinnati, OH	64,000.00	Partial payment of pledge in support of wages and operations.
Manufacturing Advisory Committee Cleveland, OH	65,000.00	Final installment of three-year pledge of \$195,000.00 in support of the Technical, Engineering and Advanced Manufacturing Academy for a consulting position.
The Cleveland Play House Cleveland, OH	250,000.00	Final installment of two-year pledge of \$500,000.00 toward the Allen Theatre Project/Power of Three in collaboration with Cleveland State University and Play House Square.
University Hospital Health System, Inc. Cleveland, OH	250,000.00	Second installment of four-year pledge of \$1,000,000.00 for the Discover the Difference Campaign to establish the Angie Fowler Adolescent & Young Adult Cancer Institute
Cincinnati Museum Center Cincinnati, OH	187,500.00	Fourth installment of five-year pledge of \$1,000,000.00 toward the <i>Regeneration</i> Campaign of Cincinnati Museum Center.
Cincinnati Symphony Orchestra Cincinnati, OH	83,333.33	Final installment of three-year pledge of \$250,000.00 to support Lang Lang's residence in 2011-2012 season.
LifeCare Alliance Columbus, OH	150,000.00	Final installment of five-year pledge of \$500,000.00 toward capital campaign: <i>Time to Deliver</i> .
Joint Organization for Inner-City Needs Columbus, OH	40,000.00	Final installment of four-year pledge of \$225,000.00 to purchase a building at 528 E. Main St. in downtown Columbus for continued use by J.O.I.N and St. Vincent de Paul to serve the needs of the most vulnerable individuals and families in Central Ohio.

National Audubon Society, Inc. Columbus, OH	\$ 50,000.00	Third installment of five-year pledge of \$250,000. toward the <i>Campaign for the Grange Insurance Audubon Center</i> .
Cristo Rey Columbus High School Columbus, OH	100,000.00	Second installment of five-year pledge of \$500,000.00 toward Leadership Grant.
Peggy R. McConnell Worthington Center for the Arts Columbus, OH	20,000.00	Third installment of five-year pledge of \$100,000.00 toward challenge grant to solidify operations.
University of Cincinnati Foundation - Brain Tumor Center Cincinnati, OH	400,000.00	Second installment of five-year pledge in the amount of \$2,000,000.00 for the Harold C. Schott Brain Tumor Molecular Therapeutic Chair Endowment.
Crisis Ministries Charleston, SC	175,000.00	Second installment of three-year pledge of \$525,000.00 for the food, shelter, hope campaign for the construction of a new dormitory for homeless men.
Catholic Relief Services Baltimore, MD	200,000.00	Final installment of five-year pledge of \$1,000,000.00 toward The Children Behind project reaching people living in impoverished regions hard hit by the AIDS pandemic.
The Greater Cincinnati Foundation (Johnny Bench Scholarship Fund) Cincinnati, OH	25,000.00	To add to scholarship fund endowment.
Cincinnati Museum Center Cincinnati, OH	40,000.00	\$10,000. to support Difference Matters; \$10,000. to support Exclusive Premiere for <i>Dead Sea Scrolls: Life and Faith in Ancient Times</i> ; \$5,000. to support Grandparents' Weekend and \$15,000 for general operating purposes in conjunction with the Board Chair.
Cincinnati Symphony Orchestra Cincinnati, OH	15,000.00	In support of the 2012-2013 season.
National Underground Railroad Freedom Center, Inc. Cincinnati, OH	15,000.00	In support of operations.
The Musical Arts Association (The Cleveland Orchestra) Cleveland, OH	15,000.00	In support of the continuation of the 2013 Education Concerts.
Youth Opportunities Unlimited Cleveland, OH	5,000.00	In support of services and programs provided to at-risk youth in the Cleveland area.
Great Lakes Science Center Cleveland, OH	50,000.00	In support of the exhibit: <i>Lost Egypt: Ancient Secrets, Modern Science</i> .
Youth Challenge Cleveland, OH	20,000.00	In support of the YC Child Scholarship Programs to provide opportunities for children with physical disabilities to participate in adapted sports and recreational programs.



Eliza Jennings Senior Care Network Lakewood, OH	\$ 30,000.00	In support of SAIDO Learning, a non-pharmaceutical treatment program to residents throughout Eliza Jennings Senior Care Network.
Boys & Girls Clubs of Columbus, Inc. Columbus, OH	50,000.00	In support of academic and character development programs for youth ages 6-18.
Clovernook Center for the Blind Cincinnati, OH	114,070.00	To provide funds for the installation of up-to-date technology in Braille printing.
Junior Achievement of Central Ohio, Inc. Columbus, OH	100,000.00	First installment of three-year pledge of \$300,000.00 toward a leadership grant to grow student programs.
Ohio State University Foundation (Pelotonia Operating Support Fund) Columbus, OH	100,000.00	First installment of five-year pledge of \$500,000.00 to bring Ohio State researchers closer to a cure for cancer.
Trident United Way, Inc. North Charleston, SC	79,500.00	First installment of three-year pledge in the amount of \$238,500.00 to fund a Links to Success Director.
	<hr/>	
	\$3,263,403.33	

**H. C. S. FOUNDATION****DECEMBER 31, 2012****LONG TERM GAIN (LOSS) ON SALE OF SECURITIES**

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Net Sales Price	Gain (Loss)
Spectra Energy Corp	1,450	12/19/2006	2/3/2012	\$ 40,491.71	\$ 44,272.60	\$ 3,780.89
Spectra Energy Corp	2,100	10/2/2008	2/3/2012	47,696.00	64,118.94	16,422.94
AT&T, Inc	1,885	1/15/2008	3/19/2012	71,763.85	59,539.34	(12,224.51)
AT&T, Inc	215	3/10/2008	3/19/2012	7,474.34	6,790.96	(683.38)
United Technologies Corp	120	4/1/2009	3/19/2012	5,297.31	10,175.71	4,878.40
ConocoPhillips	1,145	7/2/2010	5/10/2012	43,107.05	61,798.67	18,691.62
Healthcare Services Group	1,490	7/2/2010	5/10/2012	18,939.70	29,799.72	10,860.02
Intel Corp	1,480	12/4/2009	5/10/2012	30,343.54	40,102.25	9,758.71
Phillips 66	572.50	7/2/2010	5/10/2012	12,810.77	18,833.56	6,022.79
Crescent Point Engy Corp	160	4/1/2009	6/26/2012	3,392.16	5,622.77	2,230.61
Healthcare Services Group	2,667	7/2/2010	6/26/2012	33,900.79	46,933.46	13,032.67
Philip Morris Intl Inc	705	12/19/2006	6/26/2012	32,051.86	59,205.67	27,153.81
Vermilion Energy Inc	360	8/12/2009	6/26/2012	10,287.36	14,957.32	4,669.96
NextEra Energy, Inc	860	10/10/2008	7/9/2012	32,817.97	58,128.14	25,310.17
Realty Income Corp	500	9/24/2007	7/9/2012	14,123.41	20,756.32	6,632.91
Realty Income Corp	650	4/25/2008	7/9/2012	17,650.09	26,983.22	9,333.13
Abbott Laboratories	1,140	2/22/2007	7/27/2012	60,351.92	74,422.46	14,070.54
Canadian Imperial Bank Commerce	560	5/11/2010	7/27/2012	39,897.25	40,233.41	336.16
RPM International	2,830	12/27/2006	7/27/2012	59,720.16	74,346.52	14,626.36
Bank of Nova Scotia	2,180	12/19/2006	8/16/2012	99,471.96	115,524.01	16,052.05
Enbridge, Inc	2,930	12/6/2010	8/16/2012	82,525.95	116,244.11	33,718.16
Enbridge, Inc	1,130	1/5/2011	8/16/2012	31,686.99	44,831.36	13,144.37
BCE Inc New	1,270	2/11/2011	10/2/2012	46,189.29	55,733.70	9,544.41
RPM International	1,390	12/27/2006	10/2/2012	29,332.52	36,802.21	7,469.69
Automatic Data Processing, Inc	250	2/8/2008	10/19/2012	9,511.39	14,706.26	5,194.87
Automatic Data Processing, Inc	550	2/8/2008	11/16/2012	20,925.06	30,033.92	9,108.86
Waste Management, Inc DEL	3,960	2/2/2011	12/12/2012	150,922.91	132,295.11	(18,627.80)
Waste Management, Inc DEL	730	7/28/2011	12/12/2012	24,812.90	24,387.73	(425.17)
McDonalds Corp	210	9/24/2007	12/24/2012	11,634.53	18,703.31	7,068.78
<b>TOTAL:</b>				<b>\$ 1,089,130.74</b>	<b>\$ 1,346,282.76</b>	<b>\$ 257,152.02</b>

**H. C. S. FOUNDATION****DECEMBER 31, 2012****SHORT TERM GAIN (LOSS) ON SALE OF SECURITIES**

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Net Sales Price	Gain (Loss)
Spectra Energy Corp	1,885	9/19/2011	2/3/2012	\$ 48,681.22	\$ 57,554.40	\$ 8,873.18
ConocoPhillips	75	3/23/2012	5/10/2012	4,446.74	4,047.95	(398.79)
Phillips 66	37.5000	3/12/2012	5/10/2012	1,321.50	1,233.64	(87.86)
Healthcare Services Group	660	3/23/2012	6/26/2012	13,635.97	11,614.58	(2,021.39)
Darden Restaurants, Inc	2,655	12/15/2011	12/12/2012	116,375.88	121,443.82	5,067.94
Darden Restaurants, Inc.	260	3/23/2012	12/12/2012	13,285.67	11,892.81	(1,392.86)
Darden Restaurants, Inc	730	7/27/2012	12/12/2012	37,864.28	33,391.33	(4,472.95)
Darden Restaurants, Inc	70	11/16/2012	12/12/2012	3,576.10	3,201.91	(374.19)
Waste Management, Inc DEL	250	3/23/2012	12/12/2012	8,769.98	8,351.97	(418.01)
Waste Management, Inc DEL	90	11/16/2012	12/12/2012	2,838.00	3,006.71	168.71
Analog Devices, Inc.	240	6/19/2012	12/24/2012	9,712.95	10,055.49	342.54
<b>TOTAL:</b>				<b>\$ 260,508.29</b>	<b>\$ 265,794.61</b>	<b>\$ 5,286.32</b>

H. C. S. FOUNDATION

DECEMBER 31, 2012

LONG TERM GAIN (LOSS) ON SALE OF BONDS

<u>Description of Property</u>	<u>No. of Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Cost</u>	<u>Net Sales Price</u>	<u>Gain (Loss)</u>
CommonWealth Edison Co Mtg Bond	88,000	6/3/2009	3/15/2012	\$ 94,556.00	\$ 88,000 00	\$ (6,556 00)
Peco Energy Co	500,000	5/26/2009	10/1/2012	527,400.00	500,000.00	(27,400 00)
John Deere Capital Corp	500,000	5/26/2009	10/1/2012	524,500 00	500,000 00	(24,500 00)
Black Hills Corporation	250,000	6/18/2009	10/31/2012	253,500 00	257,855 00	4,355 00
Kellogg Company Senior Note	500,000	6/10/2009	12/3/2012	530,200 00	500,000 00	(30,200 00)
TOTAL:				<u>\$ 1,930,156.00</u>	<u>\$ 1,845,855.00</u>	<u>\$ (84,301 00)</u>

SHORT TERM GAIN (LOSS) ON SALE OF BONDS

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