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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

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 01-01-2012 , and ending 12-31-2012

Name of foundation
ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

A Employer identification number
34-6519863

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1111 SUPERIOR AVENUE - SUITE 1000

B Telephone number (see instructions)
(216) 696-4200

City or town, state, and ZIP code
CLEVELAND, OH 44114

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 15,873,557

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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))*

	Line	Description	(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)	2,319,620			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,004	7,004		
	4	Dividends and interest from securities	279,288	279,288		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	244,765			
	b	Gross sales price for all assets on line 6a 883,727				
	7	Capital gain net income (from Part IV, line 2)		244,765		
	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)	-2,089	-2,089		
	12	**Total.** Add lines 1 through 11	2,848,588	528,968		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	83,360	41,680		41,680
	b	Accounting fees (attach schedule)	18,000	9,000		9,000
	c	Other professional fees (attach schedule)	42,284	21,142		21,142
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15,658	4,258		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	5,660			5,660
	22	Printing and publications				
	23	Other expenses (attach schedule)	23,674	22,079		1,595
	24	**Total operating and administrative expenses.** Add lines 13 through 23	188,636	98,159		79,077
	25	Contributions, gifts, grants paid	1,263,755			1,263,755
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,452,391	98,159		1,342,832
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,396,197			
	b	**Net investment income** (if negative, enter -0-)		430,809		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	251,265	993,615	993,615
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,139,123	5,903,796	7,149,954
	c	Investments—corporate bonds (attach schedule)	3,607,123	3,343,347	3,521,689
	11	Investments—land, buildings, and equipment basis ▶ 78,662 Less accumulated depreciation (attach schedule) ▶	78,691	78,662	78,662
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,066,720	3,192,797	4,129,637
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,142,922	13,512,217	15,873,557
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	12,142,922	13,512,217	
	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 page 17 of the instructions)	12,142,922	13,512,217	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,142,922	13,512,217	

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	12,142,922
2	Enter amount from Part I, line 27a	2	1,396,197
3	Other increases not included in line 2 (itemize) ▶	3	5,884
4	Add lines 1, 2, and 3	4	13,545,003
5	Decreases not included in line 2 (itemize) ▶	5	32,786
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,512,217

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			

	(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	244,765
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 page 18 of 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	1,331,505	13,641,866	0 09760
2010	1,084,968	12,465,047	0 08704
2009	1,133,935	11,859,246	0 09562
2008	1,070,605	12,471,257	0 08585
2007	1,296,137	8,550,551	0 15159

2	**Total** of line 1, column (d).	2	0 51769
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 10354
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,944,848
5	Multiply line 4 by line 3.	5	1,547,360
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,308
7	Add lines 5 and 6.	7	1,551,668
8	Enter qualifying distributions from Part XII, line 4.	8	1,342,832

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,616
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	8,616
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	8,616
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,503		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,503
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,887
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,887	**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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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*	8b		No
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶LUCY I WELLER PRESIDENT Telephone no ▶(216) 696-4200

Located at ▶1111 SUPERIOR AVE - 1000 CLEVELAND OH ZIP+4 ▶44114

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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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		No
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? ☐ Yes ☑ 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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 ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**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
JAMES D IRELAND III 1111 SUPERIOR AVENUE - 1000 CLEVELAND, OH 44114	Trustee 0 00	0		
GEORGE R IRELAND 1111 SUPERIOR AVENUE - 1000 CLEVELAND, OH 44114	Treasurer 0 00	0		
CORNELIA I HALLINAN 1111 SUPERIOR AVENUE - 1000 CLEVELAND, OH 44114	Secretary 0 00	0		
LUCY I WELLER 1111 SUPERIOR AVENUE - 1000 CLEVELAND, OH 44114	President 0 00	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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	
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	
2	
All other program-related investments See page 24 of the 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	14,323,528
b	Average of monthly cash balances	1b	848,907
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,172,435
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	
3	Subtract line 2 from line 1d	3	15,172,435
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	227,587
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,944,848
6	**Minimum investment return.** Enter 5% of line 5	6	747,242

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	747,242
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 8,616		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	8,616
3	Distributable amount before adjustments Subtract line 2c from line 1	3	738,626
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	738,626
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	738,626

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	1,342,832
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	1,342,832
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,342,832

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				738,626
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. 932,653				
b From 2008. 499,952				
c From 2009. 541,450				
d From 2010. 470,992				
e From 2011. 665,809				
f **Total** of lines 3a through e.	3,110,856			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 1,342,832				
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).	0			
d Applied to 2012 distributable amount.				738,626
e Remaining amount distributed out of corpus	604,206			
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	3,715,062			
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) . . .	932,653			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,782,409			
10 Analysis of line 9				
a Excess from 2008. . . . 499,952				
b Excess from 2009. . . . 541,450				
c Excess from 2010. . . . 470,992				
d Excess from 2011. . . . 665,809				
e Excess from 2012. . . . 604,206				

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 organization 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))

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

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

LUCY I WELLER PRESIDENT
1111 SUPERIOR AVENUE - 1000
CLEVELAND,OH 44114
(216) 696-4200

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

APPLICATION CAN BE MADE IN LETTER FORM AND INCLUDE DETAIL OF ORGANIZATION, FINANCIAL INFORMATION, AND REQUEST REQUEST SHOULD INCLUDE AN ANNUAL REPORT OR AUDITED FINANCIAL STATEMENTS AND INFORMATION REGARDING THE EXPECTED OUTCOMES FOR THE MONEY RECEIVED

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

NO GRANTS ARE MADE TO INDIVIDUALS NO LIMITATIONS TO GEOGRAPHICAL AREA, HOWEVER, GRANTS GENERALLY MADE TO QUALIFYING ORGANIZATIONS IN THE CLEVELAND, OHIO AREA, AND OTHER LOCATIONS WHERE TRUSTEES RESIDE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,263,755
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	7,004	
4 Dividends and interest from securities. . . .			14	279,288	
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	244,765	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-1,913		531,057	-176

13 **Total.** Add line 12, columns (b), (d), and (e). 13 528,968

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2013-08-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☑	PTIN
Phillip A Ranney	Phillip A Ranney			P01384027

Firm's name	Schneider Smeltz Ranney LaFond	Firm's EIN
	1111 Superior Avenue Ste 1000	
Firm's address	Cleveland, OH 44114	Phone no (216) 696-4200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
WILLIAMS COLLEGE HOPKINS HALL 880 MAIN STREET WILLIAMSTOWN, MA 01267	N/A	501(C)(3)	Unrestricted operating support	10,000
UNITED WAY COMMUNITY INVEST FUND KN 110 EAST HIGH STREET MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	5,000
TRINITY CHURCH COPLEY SQUARE BOSTON, MA 02116	N/A	501(C)(3)	Unrestricted operating support	2,500
THOMPSON ISLAND OUTWARD BOUND EDUCA PO BOX 127 BOSTON, MA 02127	N/A	501(C)(3)	Capital grant	50,000
SUICIDE PREVENTION ALLIANCE 29425 CHAGRIN BLVD SUITE 203 CLEVELAND, OH 44122	N/A	501(C)(3)	Unrestricted operating support	10,000
ST JOHN CHURCH PO BOX 505 FISHERS ISLAND, NY 06390	N/A	501(C)(3)	Unrestricted operating support	5,000
SEWARD HOUSE MUSEUM 33 SOUTH STREET AUBURN, NY 13021	N/A	501(C)(3)	Unrestricted operating support	2,000
SCENIC OHIO PO BOX 09816 COLUMBUS, OH 43209	N/A	501(C)(3)	Unrestricted operating support	49,000
REGIS HIGH SCHOOL 55 EAST 84TH STREET NEW YORK, NY 10028	N/A	501(C)(3)	Second Century Campaign	100,000
PLAYHOUSESQUARE 1501 EUCLID AVE SUITE 200 CLEVELAND, OH 44115	N/A	501(C)(3)	Power of Three The Allen Theatre Project	25,000
CLEVELAND INTERNATIONAL PIANO COMPE 12200 FAIRHILL RD CLEVELAND, OH 44120	N/A	501(C)(3)	2013 competition	10,000
NAMI CLEVELAND 2012 WEST 25TH ST 600 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	3,500
MINERAL INFORMATION INSTITUTE 8307 SHAFFER PARKWAY LITTLETON, CO 80127	N/A	501(C)(3)	Unrestricted operating support	5,000
MERCY CORP PO BOX 2669 DEPT W PORTLAND, OR 97208		501(C)(3)	Unrestricted operating support	5,000
L A N D STUDIO 1939 WEST 25TH STREET SUITE 200 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
KENYON FUND COLLEGE RELATIONS GAMBIER,OH 43022	N/A	501(C)(3)	Unrestricted operating support	25,000
ILLINOIS STATE UNIVERSITY CAMPUS BOX 4100 NORMAL,IL 61790	N/A	501(C)(3)	Mather Lodge Endowment	10,000
HATHAWAY BROWN SCHOOL 19600 NORTH PARK BLVD SHAKER HEIGHTS,OH 44122	N/A	501(C)(3)	Unrestricted operating support	1,500
HARCOURT PARISH EPISCOPAL CHURCH PO BOX 377 GAMBIER,OH 43022	N/A	501(C)(3)	Parish ministry to Kenyon students	10,000
HANNA PERKINS CENTER FOR CHILD DEVE 19910 MALVERN RD SHAKER HEIGHTS,OH 44122	N/A	501(C)(3)	Apprentice Teacher	40,000
GLENBEIGH HOSPITAL OUTPATIENT CENTE PO BOX 298 2863 ROUTE 45 ROCK CREEK,OH 44084	N/A	501(C)(3)	Unrestricted operating support	2,000
FREEDOM CENTER 106 EAST GAMBIER STREET MOUNT VERNON,OH 43050	C Hallinan - trustee	501(C)(3)	Unrestricted operating support	7,500
DOWNTOWN CLEVELAND ALLIANCE 50 PUBLIC SQUARE SUITE 825 CLEVELAND,OH 44113	N/A	501(C)(3)	Unrestricted operating support	10,000
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER,CO 80204	N/A	501(C)(3)	Leadership Campaign	10,000
CHILDREN'S VILLAGE ECHO HILLS DOBBS FERRY,NY 10522	N/A	501(C)(3)	Unrestricted operating support	5,000
CHAMBERFEST CLEVELAND 2489 GUILFORD RD CLEVELAND HEIGHTS,OH 44118	N/A	501(C)(3)	Unrestricted operating support	15,000
BROWN UNIVERSITY 110 ELM STREET PROVIDENCE,RI 02903	N/A	501(C)(3)	Unrestricted operating support	10,000
APPLEWOOD CENTERS INC 2525 EAST 22ND STREET CLEVELAND,OH 44115	N/A	501(C)(3)	Therapeutic After-School Program	25,000
AMERICANS FOR OXFORD INC 500 FIFTH AVE 32ND FLOOR NEW YORK,NY 10110	N/A	501(C)(3)	Exeter College	2,500
AMER PATRONS OF THE TATE GALLERY FO 520 WEST 27TH STREET UNIT404 NEW YORK,NY 10001	N/A	501(C)(3)	Unrestricted Operating Support	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
WESTERN RESERVE LAND CONSERVANCY PO BOX 314 NOVELTY, OH 44072	N/A	501(C)(3)	Unrestricted operating support	5,000
OWL CREEK CONSERVANCY PO BOX 291 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	5,000
NEW DIRECTIONS-DOMESTIC ABUSE SHELT PO BOX 453 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	5,000
MUSICAL ARTS ASSOCIATION 11001 EUCLID AVENUE CLEVELAND, OH 44106	J D Ireland III-trustee	501(C)(3)	Unrestricted operating support	100,000
LAST CHANCE CORRAL 5350 US 33 SOUTH ATHENS, OH 45701	N/A	501(C)(3)	Unrestricted operating support	5,000
LAKE VIEW CEMETERY FOUNDATION 12316 EUCLID AVE CLEVELAND, OH 44106	N/A	501(C)(3)	Unrestricted operating support	2,500
JOHNS HOPKINS UNIVERSITY-SAIS 1740 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	N/A	501(C)(3)	China Studies Program	5,000
ISLAND HEALTH PROJECT INC PO BOX 344 FISHERS ISLAND, NY 06390	N/A	501(C)(3)	Unrestricted operating support	10,000
IDEASTREAM 1375 EUCLID AVE CLEVELAND, OH 44115	N/A	501(C)(3)	Unrestricted operating support	1,500
HOLDEN ARBORETUM 9500 SPERRY RD KIRTLAND, OH 44094	N/A	501(C)(3)	"New Leaf" campaign and unrestricted operating support	33,333
HAWKEN SCHOOL 5000 CLUBSIDE ROAD LYNDHURST, OH 44124	N/A	501(C)(3)	Unrestricted operating support	15,000
CONSERVANCY FOR CUYAHOGA VALLEY NAT 1403 WEST HINES HILL ROAD PENINSULA, OH 44264	N/A	501(C)(3)	"All the Rivers Run" program	5,000
COLORADO COLLEGE 14 EAST CACHE LA POUDRE STREET COLORADO SPRINGS, CO 80903	N/A	501(C)(3)	Unrestricted operating support	5,000
CLEVELAND MUSEUM OF NATURAL HISTORY 1 WADE OVAL DRIVE UNIVERSITY CIRCL CLEVELAND, OH 44106	Lucy Weller-trustee	501(C)(3)	Unrestricted operating support	50,000
CLEVELAND MUSEUM OF ART 11150 EAST BOULEVARD CLEVELAND, OH 44130	N/A	501(C)(3)	Unrestricted operating support	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BOULEVARD CLEVELAND,OH 44106	N/A	501(C)(3)	Unrestricted operating support	6,000
CLEVELAND FOODBANK 15500 SOUTH WATERLOO RD CLEVELAND,OH 44110	N/A	501(C)(3)	Unrestricted operating support	10,000
CLEVELAND CUTURAL GARDEN FEDERATION 750 EAST 88TH ST CLEVELAND,OH 44108	N/A	501(C)(3)	Unrestricted operating support	5,000
ARTS COLLINWOOD INC 15605 WATERLOO RD CLEVELAND,OH 44110	N/A	501(C)(3)	Unrestricted operating support	5,000
CLEVELAND BOTANICAL GARDEN 11030 EAST BOULEVARD CLEVELAND,OH 44106	N/A	501(C)(3)	Unrestricted operating support	8,250
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER,MA 01810	G R Ireland-trustee	501(C)(3)	Repair and replacement of Addison Gallery of American Art roof	107,500
ROSS ART MUSEUM OHIO WESLEYAN UNIV 60 SOUTH SANDUSKY ST DELAWARE,OH 43015	N/A	501(C)(3)	Unrestricted operating support	10,000
ISABELLA STEWART GARDNER MUSEUM 208 THE FENWAY BOSTON,MA 02115	N/A	501(C)(3)	Unrestricted operating support	10,000
HUNGER NETWORK 614 W SUPERIOR AVE SUITE 744 CLEVELAND,OH 44113	N/A	501(C)(3)	Unrestricted operating support	10,000
FUND FOR OUR ECONOMIC FUTURE 1360 EAST NINTH STREET SUITE 210 CLEVELAND,OH 44114	N/A	501(C)(3)	Economic Development and stimulating economy	50,000
FREE MEDICAL CLINIC OF GREATER CLEV 12201 EUCLID AVENUE CLEVELAND,OH 44106	N/A	501(C)(3)	Unrestricted operating support	15,000
FOUNDATION CENTER 1422 EUCLID AVENUE CLEVELAND,OH 44115	N/A	501(C)(3)	Unrestricted operating support	2,500
WHARTON GRADUATE SCHOOL 3451 WALNUT ST PHILADELPHIA,PA 19104	N/A	501(C)(3)	Unrestricted operating support	10,000
SUMMER SEARCH 500 COLUMBUS AVENUE JAMAICA PLAINS,MA 02130	N/A	501(C)(3)	Unrestricted operating support	10,000
SMITH COLLEGE 7 COLLEGE LANE NORTHAMPTON,MA 01063	N/A	501(C)(3)	Unrestricted operating support	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
PEER HEALTH EXCHANGE ONE BEACON STREET 31-313 BOSTON,MA 02108	N/A	501(C)(3)	Unrestricted operating support	10,000
CROHN'S COLITIS FOUNDATION OF AMERI 386 PARK AVENUE SOUTH NEW YORK,NY 10016	N/A	501(C)(3)	Unrestricted operating support	5,000
CLEVELAND ANIMAL PROTECTIVE LEAGUE 1729 WILLEY AVENUE CLEVELAND,OH 44113	N/A	501(C)(3)	Unrestricted operating support	10,000
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVENUE PITTSBURG,PA 15213	N/A	501(C)(3)	Unrestricted operating support	10,000
SOCIETY OF ECONOMIC GEOLOGISTS INC 7811 SHAFFER PARKWAY LITTLETON,CO 80127	G R Ireland-trustee	501(C)(3)	Unrestricted operating support	10,000
FRIENDS OF BOTANIC GARDEN 87 MOUNT VERNON STREET BOSTON,MA 02108	N/A	501(C)(3)	Unrestricted operating support	5,000
KENYON COLLEGE COLLEGE RELATIONS CENTER GAMBIER,OH 43022	N/A	501(C)(3)	S Georgia Nugent Opportunity Scholarship, Philander Chase Corporation's Directors Fund, Kenyon Fund, Kenyon College Summer Institute Scholarship	55,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN,CT 06521	N/A	501(C)(3)	Unrestricted operating support	20,000
UNIVERSITY CIRCLE INC 10831 MAGNOLIA DRIVE CLEVELAND,OH 44106	J D Ireland III-trustee	501(C)(3)	Endowment Campaign, unrestricted operating support	83,929
UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVENUE CLEVELAND,OH 44115	N/A	501(C)(3)	Unrestricted operating support	11,500
PLANNED PARENTHOOD 3500 LORAIN AVENUE - 400 CLEVELAND,OH 44113	N/A	501(C)(3)	Unrestricted operating support	16,500
OHIO GRANTMAKERS FORUM 37 WEST BROAD ST - 800 COLUMBUS,OH 43215	N/A	501(C)(3)	Unrestricted operating support	2,243
GREAT LAKES SCIENCE MUSEUM 801 ERIESIDE AVENUE CLEVELAND,OH 44114	J D Ireland III-trustee	501(C)(3)	Improvements to S S William G Mather infrastructure and exhibits,unrestricted operating support	20,000
CLEVELAND INSTITUTE OF ART 11141 EAST BOULEVARD CLEVELAND,OH 44106	N/A	501(C)(3)	Capital campaign	5,000
Total . . . . ▶ **3a**				1,263,755

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a PRIMUS CAPITAL FUND VI					7
b Primus Capital Fund V	900001				-1,439
c Primus Capital Fund III	900001				
d Peppertree Special Ventur	900001	-956			627
e Peppertree Fund, LP	900001	-957			629
f Cornerstone Patriot LP	900001				

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TY 2012 Accounting Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
McGLADREY & PULLEN	18,000	9,000	0	9,000

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Statement: Ohio does not require copy of Form 990-PF be filed with the state.

TY 2012 Investments Corporate Bonds Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Fidelity Floating Rate High - 112605.281	815,227	878,140
Dreihaus Active Income - 44045.257 Sh	476,716	469,963
Harbor High Yield Bond Fund - 51266.278	856,000	913,865
Pimco Total Return Inst - 147693.707 Sh	1,195,404	1,259,721

TY 2012 Investments Corporate Stock Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Credit Suisse Com. Fund-61,447.933 Share	825,000	755,503
Mainstay Large Cap Growth Fund	1,401,721	1,542,189
Virtus Foreign Opport - 26427.038 Sh	480,488	698,967
Pioneer Oak Ridge SC Gr - 18240.486 Sh	435,330	630,586
Lazard Funds - 29188.544 Shares	526,088	570,344
Habor Inter. Fund -10779.475 Shares	541,072	744,409
Artisan Mid Cap Val Fund - 27607.738 Sh	445,304	605,821
Allianz NFJ Div Val Fund - 111666.871 Sh	1,248,793	1,602,135

TY 2012 Investments - Land Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	78,662		78,662	78,662

TY 2012 Investments - Other Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Cornerstone Patriot Fund, LP	FMV	600,000	810,150
Primus Capital Fund VI, LP	FMV	375,079	478,939
Primus Capital Fund V, LP	FMV		316,043
Primus Capital Fund IV, LP	FMV	45,316	132
Peppertree Special Venture Fund, LP	FMV	85,290	183,308
Peppertree Fund, LP	FMV		154,604
Madrona Venture Fund I-A, LP	FMV	7,112	24,846
Private Advisors Stable Value Fund, Ltd	FMV	950,000	1,104,337
Common Sense Offshore, Ltd.	FMV	1,130,000	1,057,278

TY 2012 Legal Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHNEIDER, SMELTZ, RANNEY & LAFOND	83,360	41,680	0	41,680

TY 2012 Other Decreases Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
ADJUSTMENT TO COST BASIS-LP	32,786

TY 2012 Other Expenses Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO FILING FEE	200	200		
PRIMUS V - K-1	566	566		
PRIMUS IV - K-1	64	64		
PRIMUS CAPITAL FUND VI - K1	11,639	11,639		
PEPPERTREE SVF - K1	6,220	6,220		
PEPPERTREE FUND - K-1	3,079	3,079		
OFFICE EXPENSE	346			346
MADRONA VENTURE FUND - K-1	69	69		
INSURANCE	960			960
CORNERSTONE PATRIOT LP-K1	242	242		
ATTORNEYS EXPENSES	289			289

TY 2012 Other Income Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PRIMUS CAPITAL FUND VI	7	7	
Primus Capital Fund V	-1,439	-1,439	
Peppertree Special Ventur	-329	-329	
Peppertree Fund, LP	-328	-328	

TY 2012 Other Increases Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
OTHER INCREASE	5,884

TY 2012 Other Professional Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US TRUST MANAGEMENT FEES	5,761	2,880	0	2,881
INNOVEST	36,523	18,262	0	18,261

TY 2012 Taxes Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	4,258	4,258		
EXCISE TAX	11,400			