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: THE S.K. WELLMAN FOUNDATION

A Employer identification number: 34-6520032

Number and street (or P O box number if mail is not delivered to street address): 1801 EAST 9TH STREET
Room/suite: 920

B Telephone number (see instructions): (216) 621-1180 EXT 108

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

C If exemption application is pending, check here ▶ ☐

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)* ▶ $ 4,637,504.

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 ▶ ☐

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		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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				ATCH 1
	4	Dividends and interest from securities	116,447.	116,447.	116,447.	ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	129,788.			
	b	Gross sales price for all assets on line 6a 1,936,896.				
	7	Capital gain net income (from Part IV, line 2)		129,788.		
	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	246,235.	246,235.	116,447.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	40,500.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	30,900.	15,450.		15,450.
	c	Other professional fees (attach schedule) *	34,124.	17,062.		17,062.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	4,603.			4,603.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	200.			200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	110,327.	32,512.		37,315.
	25	Contributions, gifts, grants paid	505,000.			505,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	615,327.	32,512.	0	542,315.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-369,092.			
	b	**Net investment income** (if negative, enter -0-)		213,723.		
	c	**Adjusted net income** (if negative, enter -0-)			116,447.	

*ATCH 4

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	159,610.	226,989.	226,989.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	3,389,226.	2,876,131.	3,383,971.
	c	Investments - corporate bonds (attach schedule) ATCH 8	886,264.	983,616.	1,015,851.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	31,421.	10,693.	10,693.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,466,521.	4,097,429.	4,637,504.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,466,521.	4,097,429.	
	30	**Total net assets or fund balances** (see instructions)	4,466,521.	4,097,429.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,466,521.	4,097,429.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,466,521.
2	Enter amount from Part I, line 27a	2	-369,092.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,097,429.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,097,429.

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	129,788.
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	607,882.	5,218,429.	0.116488
2010	538,702.	5,312,390.	0.101405
2009	480,072.	4,968,337.	0.096626
2008	641,387.	6,153,180.	0.104237
2007	659,853.	7,488,812.	0.088112

2	**Total** of line 1, column (d)	2	0.506868
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	0.101374
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,704,168.
5	Multiply line 4 by line 3	5	476,880.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,137.
7	Add lines 5 and 6	7	479,017.
8	Enter qualifying distributions from Part XII, line 4	8	542,315.

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 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	2,137.
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	2,137.
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	2,137.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,400.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,400.
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	2,263.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		2,263. **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		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 ▶ $ ______ **(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?	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
4a	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		X
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	
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	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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LAURENCE BARTELL Telephone no ▶ 216-621-1180

Located at ▶ 1801 E. 9TH ST. #920 CLEVELAND, OH ZIP+4 ▶ 44114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X
	See the 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 instructions)?	1b		
	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		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? ☐ Yes ☒ 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? ☐ 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		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		40,500.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NOT APPLICABLE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION'S CHARITABLE ACTIVITY IS TO PROVIDE GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. DURING 2012 THE FOUNDATION MADE GRANTS TO 73 ORGANIZATIONS.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,437,317.
b	Average of monthly cash balances	1b	338,488.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,775,805.
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	4,775,805.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	71,637.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,704,168.
6	**Minimum investment return.** Enter 5% of line 5	6	235,208.

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	235,208.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,137.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,137.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	233,071.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	233,071.
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	233,071.

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	542,315.
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	542,315.
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	2,137.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	540,178.

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					233,071.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	305,184.				
b From 2008	340,464.				
c From 2009	232,679.				
d From 2010	276,048.				
e From 2011	355,617.				
f Total of lines 3a through e		1,509,992.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 542,315.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					233,071.
e Remaining amount distributed out of corpus		309,244.			
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		1,819,236.			
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					
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)		305,184.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,514,052.			
10 Analysis of line 9					
a Excess from 2008	340,464.				
b Excess from 2009	232,679.				
c Excess from 2010	276,048.				
d Excess from 2011	355,617.				
e Excess from 2012	309,244.				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 11

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

NONE REQUIRED

c Any submission deadlines

DECEMBER 31

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

ATCH 12

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*				
ATCH 13				
Total . . . . ▶ **3a**				505,000.
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		
4 Dividends and interest from securities			18	116,447.	
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	129,788.	
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)				246,235.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 246,235.

(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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Ethel Pearson | April 29, 2013 | ▶ Secretary

Signature of officer or trustee | Date | Title

Secretary

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAURENCE A. BARTELL	L. A. Bartell	4/26/13		P01273511
Firm's name ▶ SUSTIN, BARTELL, WALDMAN & FITZGERALD			Firm's EIN ▶ 34-1748861	
Firm's address ▶ 1801 EAST 9TH STREET #920 CLEVELAND, OH 44114			Phone no 216-621-1180	

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)	
		KEYBANK CG DIVIDENDS PROPERTY TYPE: SECURITIES				P	01/01/2011	12/31/2012
10,318.							10,318.	
		KEYBANK STOCK SALES PROPERTY TYPE: SECURITIES				P	02/08/2008	04/16/2012
1,412,119.		1,228,839.					183,280.	
		KEYBANK STOCK SALES PROPERTY TYPE: SECURITIES				P	09/28/2011	06/19/2012
514,459.		578,269.					-63,810.	
TOTAL GAIN(LOSS)		....					129,788.	

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
VICTORY FUND		
	TOTAL	

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
KEYBANK - DIVIDENDS	116,447.	116,447.	116,447.
TOTAL	116,447.	116,447.	116,447.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	30,900.	15,450.		15,450.
TOTALS	30,900.	15,450.		15,450.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK TRUSTEE/CUSTODIAL FEES	34,124.	17,062.	17,062.
TOTALS	34,124.	17,062.	17,062.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
EXCISE TAXES		4,603.	4,603.
	TOTALS	4,603.	4,603.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OHIO FEE	200.	200.
TOTALS	200.	200.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI PACIFIC FUND	107,679.	111,723.	115,493.
ISHARES MSCI CANADA FUND	106,404.	114,096.	110,760.
CONOCOPHILLIPS	13,904.	42,070.	43,492.
PIMCO COMMODITY FUND	257,070.		
ACCENTURE PLC	38,885.	27,775.	33,250.
ISHARES RUSSELL 2000 FUND	194,146.	135,161.	229,766.
XL GROUP	39,247.	29,435.	33,831.
BANK OF NOVA SCOTIA	47,035.	27,705.	31,834.
ISHARES MSCI EAFE FUND	127,758.	51,017.	56,860.
BHP	30,328.		
ISHARES RUSSELL MIDCAP FUND	343,433.	203,082.	311,025.
LKCM SMALL EQUITY FUND		49,000.	49,173.
VANGUARD EMERGING MARKETS FUND	331,266.	156,385.	172,554.
DEERE	45,148.		
KRAFT FOODS	43,647.	15,301.	19,689.
JOHN HANCOCK III DISC FUND		55,395.	62,446.
HARBOR INTERNATIONAL FUND		55,258.	63,452.
WALT DISNEY	36,720.	32,364.	51,035.
APPLE, INC.	30,787.	18,472.	79,826.
JP MORGAN CHASE	35,700.	21,533.	28,580.
METLIFE	24,590.	26,366.	19,764.
PRINCETON FUTURE FUND		129,303.	130,318.
ASTON/FAIRPOINTE MIDCAP FUND	50,000.	52,261.	53,881.
THERMO FISHER	29,435.	14,717.	28,701.
CHEVRON		66,008.	70,291.
AT&T		24,552.	26,968.
ABB LTD	44,321.		
VERIZON		28,147.	32,452.
ORACLE	43,711.	16,456.	26,656.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CINCINNATI FINANCIAL		11,181.	11,748.
ENERGEN		19,839.	19,163.
AMAZON	24,327.	8,109.	25,087.
EXPRESS SCRIPTS		17,091.	16,200.
AMERICAN WATERWORKS	22,890.	22,890.	27,847.
FAMILY DOLLAR STORES		36,833.	34,876.
COCA COLA	43,988.	43,988.	50,750.
BANK OF NY	25,434.		
GLAXOSMITHKLINE		28,475.	27,169.
INTEL		38,381.	27,837.
JOHNSON & JOHNSON		48,082.	52,575.
APACHE CORP	55,647.		
MICROSOFT		28,777.	24,706.
MONDELEZ INTL		28,334.	33,089.
PFIZER		29,781.	33,857.
PHILLIPS 66		32,310.	51,772.
PRAXAIR		22,606.	21,890.
CUMMINS	18,414.		
DIRECTV	31,980.	22,843.	25,080.
PSEG		33,154.	33,660.
RAYTHEON		15,819.	17,268.
GOOGLE	41,170.	24,702.	42,443.
REPUBLIC SERVICES		32,329.	30,796.
BARRICK GOLD	19,638.	19,638.	15,755.
CELGENE CORP	32,168.	26,806.	39,235.
COSTCO WHOLESALE	25,323.	25,323.	29,619.
DIGITAL REALTY	23,345.	27,036.	30,551.
PEABODY ENERGY	18,164.		
STARBUCKS		35,772.	32,178.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EMC CORP	35,204.	38,089.	35,420.
SCHLUMBERGER	38,417.		
F5 NETWORKS	31,343.		
FLUOR CORP	31,365.		
UPS		35,861.	33,178.
TEVA PHARMACEUTICAL	44,890.	17,956.	14,936.
VMWARE INC.	32,288.		
UNITED TECHNOLOGIES	29,847.	37,855.	53,307.
HJ HEINZ	29,128.	21,184.	23,072.
HESS CORP	44,719.		
INTERCONTINENTALEXCHANGE	29,157.	29,157.	30,953.
JUNIPER NETWORKS	30,667.		
MCCORMICK	42,929.	38,084.	50,824.
MCDONALDS	35,932.	17,966.	17,642.
MCKESSON CORP	27,769.	19,835.	24,240.
NEXTERA ENERGY	27,686.	37,114.	44,973.
NIKE	18,476.	18,476.	20,640.
NOVARTIS	11,586.	11,586.	12,660.
OCCIDENTAL PETROLEUM	40,972.	40,972.	30,644.
POTASH CORP	26,795.		
T ROWE PRICE	26,715.	26,715.	32,559.
PRICELINE	26,513.	18,559.	21,714.
PROCTER & GAMBLE	13,000.	44,367.	45,826.
QUALCOMM	43,424.	56,682.	61,860.
ROYAL BANK OF CANADA	125,000.	125,000.	144,137.
HENRY SCHEIN	48,426.	17,295.	20,105.
JM SMUCKER	32,564.		
SUNCOR ENERGY	60,712.	39,697.	28,033.
TOTALS	3,389,226.	2,876,131.	3,383,971.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIMCO TOTAL RETURN FUND	252,203.	271,746.	281,297.
DODGE & COX INCOME FUND	220,766.		
TEMPLETON TOTAL BOND FUND	155,522.	167,320.	168,196.
ISHARES BARCLAYS BOND FUND	80,025.	80,025.	83,468.
ISHARES IBOXX BOND FUND	177,748.	177,748.	190,559.
ISHARES BARCLAYS MBS BOND FUND		130,150.	129,588.
ISHARES 3-7 TREASURY BOND FUND		36,704.	36,966.
ISHARES 10 TREASURY BOND FUND		49,264.	50,573.
ISHARES 10+ CREDIT BOND FUND		70,659.	75,204.
TOTALS	886,264.	983,616.	1,015,851.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	31,421.	10,693.	10,693.
TOTALS	31,421.	10,693.	10,693.

ATTACHMENT 11

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

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

ATTACHMENT 12

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD HIGHLAND HILLS, OH 44128	NONE EXEMPT	EDUCATIONAL SERVICES TO NEEDY CHILDREN	8,000.
ALZHEIMERS ASSOCIATION 23215 COMMERCE PARK DRIVE BEACHWOOD, OH 44122	NONE EXEMPT	MEDICAL RESEARCH	8,000.
AMERICAN HEART ASSOCIATION 1689 EAST 115TH ST. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	15,000.
AMERICAN RED CROSS 3747 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	8,000.
ANIMAL PROTECTIVE LEAGUE OF CLEVELAND 1729 WILLEY AVE. CLEVELAND, OH 44113	NONE EXEMPT	ANIMAL CARE SERVICES	8,000.
BELLEFAIRE 22001 FAIRMOUNT BLVD. CLEVELAND HTS, OH 44118	NONE EXEMPT	AID TO NEEDY	12,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIG BROTHERS & BIG SISTERS 1422 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	AID TO CHILDREN	4,000.
BLUECOATS 925 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	POLICE SUPPORT ORGANIZATION	6,000.
BOYS & GIRLS CLUBS 6114 BROADWAY AVE. CLEVELAND, OH 44127	NONE EXEMPT	AID TO NEEDY CHILDREN	6,000.
CAMP HO MITA CODA 3601 SOUTH GREEN ROAD #100 CLEVELAND, OH 44122	NONE EXEMPT	AID TO NEEDY CHILDREN	4,000.
ARC OF GREATER CLEVELAND 2421 COMMUNITY COLLEGE BLVD CLEVELAND, OH 44115	NONE EXEMPT	SCHOLARSHIP	3,000.
CENTRAL SCHOOL OF PRACTICAL NURSING 4600 CARNEGIE AVE. CLEVELAND, OH 44103	NONE EXEMPT	SCHOLARSHIP SUPPORT	9,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AIDS TASKFORCE OF GREATER CLEVELAND 4600 PROSPECT AVE CLEVELAND, OH 44103	NONE EXEMPT	MEDICAL RESEARCH	3,500.
CLEVELAND BOTANICAL GARDEN 11030 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	EDUCATIONAL PROGRAMS	4,500.
CLEVELAND EYE BANK 11100 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	4,000.
CLEVELAND FOODBANK 15500 SOUTH WATERLOO RD CLEVELAND, OH 44194	NONE EXEMPT	FOOD FOR NEEDY	18,000.
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	EDUCATIONAL PROGRAMS	6,000.
CLEVELAND INSTITUTE OF ART 11141 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	5,000.
CLEVELAND MUSEUM OF ART 11150 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	9,000.
CLEVELAND MUSEUM OF NATURAL HISTORY ONE WADE OVAL DRIVE CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	7,000.
CLEVELAND MUSIC SCHOOL SETTLEMENT 11025 MAGNOLIA DRIVE CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	8,000.
CLEVELAND ORCHESTRA 11001 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	PREFORMING ARTS	8,000.
CLEVELAND PLAYHOUSE 8500 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	PERFORMING ARTS	4,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLEGE NOW OF GREATER CLEVELAND 200 PUBLIC SQUARE CLEVELAND, OH 44114	NONE EXEMPT	SCHOLARSHIPS	12,000.
CLEVELAND SIGHT CENTER 1909 EAST 101 ST. CLEVELAND, OH 44106	NONE EXEMPT	AID TO THE BLIND	4,000.
ARTHRITIS FOUNDATION 4630 RICHMOND ROAD CLEVELAND, OH 44128	NONE EXEMPT	MEDICAL RESEARCH	3,000.
CLEVELAND KIDS IN NEED 3631 PERKINS AVE CLEVELAND, OH 44114	NONE EXEMPT	AID TO NEEDY	8,000.
CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109	NONE EXEMPT	EDUCATIONAL PROGRAMS	4,000.
CORNUCOPIA 18120 SLOANE AVE. LAKEWOOD, OH 44107	NONE EXEMPT	AID TO NEEDY	5,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUICIDE PREVENTION EDUCATION ALLIANCE 29425 CHAGRIN BLVD #306 CLEVELAND, OH 44122	NONE EXEMPT	EDUCATIONAL PROGRAMS	6,000.
ELIZA BRYANT VILLAGE 7201 WADE PARK AVE. CLEVELAND, OH 44103	NONE EXEMPT	AID TO NEEDY	4,000.
THE FOUNDATION CENTER 1422 EUCLID AVE. #1600 CLEVELAND, OH 44115	NONE EXEMPT	FOUNDATION SUPPORT	1,000.
FRANCES PAYNE BOLTON SCHOOL OF NURSING 10900 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	SCHOLARSHIP	5,000.
FREE MEDICAL CLINIC 12201 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL CARE TO NEEDY	23,000.
CANINE COMPANIONS 4989 STATE ROUTE 37 EAST DELAWARE, OH 43105	NONE EXEMPT	COMPANION DOGS FOR THE INFIRMED	12,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREAT LAKES SCIENCE MUSEUM 601 ERIESIDE AVE. CLEVELAND, OH 44114	NONE EXEMPT	HISTORICAL PRESERVATION	6,000.
HANNA PERKINS CENTER 19910 MALVERN RD. SHAKER HTS, OH 44122	NONE EXEMPT	AID TO NEEDY	5,000.
HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022	NONE EXEMPT.	SHELTER FOR NEEDY	4,000.
HOLDEN ARBORETUM 9500 SPERRY RD. KIRTLAND, OH 44094	NONE EXEMPT	LAND PRESERVATION	4,000.
MAKE-A-WISH FOUNDATION 1422 EUCLID AVE. CLEVELAND, OH 44105	NONE EXEMPT	AID TO TERMINAL CHILDREN	3,000.
MALACHI HOUSE 2810 CLINTON AVE. CLEVELAND, OH 44103	NONE EXEMPT	AID TO NEEDY	10,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RESCUE VILLAGE P.O. BOX 116 NOVELTY, OH 44072-0116	NONE EXEMPT	AID TO NEEDY	5,000.
NORTHERN OHIO CHILDREN'S PERFORMING MUSIC FOUND. 3615 EUCLID AVE. CLEVELAND, OH 44115	NONE EXEMPT	PERFORMING ARTS	1,000.
OHIO STATE UNIVERSITY - URBAN GARDENING 9127 MILES AVE. CLEVELAND, OH 44105	NONE EXEMPT	SHOLARSHIP	4,000.
PEDIATRIC SURGERY RAINBOW BABIES & CHILDREN'S HOSP 11100 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	15,000.
PET ORPHAN'S FUND 7720 GLORIA AVE. VAN NUYS, CA 91406	NONE EXEMPT	ANIMAL WELFARE	18,000.
PLANNED PARENTHOOD 206 EAST STATE ST COLUMBUS, OH 43215	NONE EXEMPT	EDUCATIONAL PROGRAMS	8,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND POLICE ATHLETIC LEAGUE 1300 ONTARIO ST CLEVELAND, OH 44113	NONE EXEMPT	POLICE AID TO CHILDREN	5,000.
RAINBOW BABIES & CHILDREN'S HOSPITAL 11100 EUCLID AVE CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	5,000.
SALVATION ARMY OF CLEVELAND 2507 EAST 22ND STREET CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	20,000.
HOPEWELL 637 STATE ROUTE 534 MESOPOTAMIA, OH 44439	NONE EXEMPT	AID TO NEEDY	2,000.
SHOES AND COATS FOR KIDS 3311 PERKINS AVE #205 CLEVELAND, OH 44114	NONE EXEMPT	AID TO NEEDY CHILDREN	5,000.
LIVING MIRACLES 1502 WEST 117TH ST CLEVELAND, OH 44107	NONE EXEMPT	ANIMAL CARE	1,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THERAPEUTIC RIDING CENTER 16497 SNYDER RD. CHAGRIN FALLS, OH 44023	NONE EXEMPT	RIDING THERAPY	15,000.
UNITED CEREBRAL PALSY 10011 EUCLID AVE. CLEVELAND, OH 44106	NONE EXEMPT	MEDICAL RESEARCH	4,000.
HAPPY TRAILS 5623 NEW MILFORD RD RAVENNA, OH 44266	NONE EXEMPT	ANIMAL SANCTUARY	4,000.
VISITING NURSE ASSOCIATION 2500 EAST 22ND ST. CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	15,000.
VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH ST. CLEVELAND, OH 44103	NONE EXEMPT	EDUCATIONAL SUPPORT	6,000.
VOLUNTEERS OF AMERICA 8225 BRECKSVILLE RD. CLEVELAND, OH 44141	NONE EXEMPT	AID TO NEEDY	10,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND METROPARKS 4101 FULTON PARKWAY CLEVELAND, OH 44140	NONE EXEMPT	AID TO MOUNTED POLICE	7,500.
DOMESTIC VIOLENCE CENTER P.O. BOX 5466 CLEVELAND, OH 44101	NONE EXEMPT	AID TO ABUSED WOMEN	7,000.
THE GATHERING PLACE 23300 COMMERCE PARK DRIVE CLEVELAND, OH 44122	NONE EXEMPT	AID TO CANCER VICTIMS	4,000.
HALE FARM & VILLAGE 10825 EAST BLVD. CLEVELAND, OH 44106	NONE EXEMPT	HISTORICAL PRESERVATION	3,000.
HATTIE LARLHAM FOUNDATION 7996 DARROW ROAD TWINSBURG, OH 44087	NONE EXEMPT	EDUCATIONAL SUPPORT	5,500.
HOSPICE OF THE WESTERN RESERVE 300 EAST 185TH STREET CLEVELAND, OH 44119	NONE EXEMPT	AID TO THE DYING	9,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INVENT NOW 3101 HIGHLAND PARK NORTH CANTON, OH 44720	NONE EXEMPT	SUPPORT FOR RESEARCH	4,000.
CUYAHOGA VALLEY SOIL & CONSERVATION DISTRICT 6100 WEST CANAL RD VALLEY VIEW, OH 44125	NONE EXEMPT	HISTORICAL PRESERVATION	4,000.
FRIENDS OF THE CLEVELAND SCHOOL OF THE ARTS P.O. BOX 18265 CLEVELAND, OH 44118	EXEMPT	EDUCATIONAL SUPPORT	4,000.
YOUTH OPPORTUNITIES UNLIMITED 1361 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY CHILDREN	5,000.
PROVIDENCE HOUSE 2037 WEST 32ND STREET CLEVELAND, OH 44113	NONE EXEMPT	AID TO NEEDY	9,000.
WVIZ/IDEASTREAM 1375 EUCLID AVE CLEVELAND, OH 44115	NONE EXEMPT	PUBLIC TV SUPPORT	4,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF GREATER CLEVELAND 2200 PROSPECT AVE CLEVELAND, OH 44115	NONE EXEMPT	AID TO NEEDY	4,000.
		TOTAL CONTRIBUTIONS PAID	505,000.

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.*

OMB No 1545-0092

2012

Name of estate or trust: THE S.K. WELLMAN FOUNDATION

Employer identification number: 34-6520032

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-63,810.
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	-63,810.

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	193,598.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 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	193,598.

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

Schedule D (Form 1041) 2012

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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
13 **Net short-term gain or (loss)**	13			-63,810.
14 **Net long-term gain or (loss):**				
a Total for year	14a			193,598.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			129,788.

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.

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust
THE S.K. WELLMAN FOUNDATION

Employer identification number
34-6520032

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

	(a) Description of property (Example 100 sh 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)** Subtract (e) from (d)
1a	KEYBANK STOCK SALES	09/28/2011	06/19/2012	514,459.	578,269.	-63,810.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -63,810.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a	KEYBANK CG DIVIDENDS	01/01/2011	12/31/2012	10,318.		10,318.
	KEYBANK STOCK SALES	02/08/2008	04/16/2012	1,412,119.	1,228,839.	183,280.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 193,598.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
EMILY ZEIDERS 206 THIRD STREET BOILING SPRINGS, PA 17007	TRUSTEE 1.00	1,500.	0	0
JOSHUA K. PRYOR 1129 FOLSOM STREET SAN FRANCISCO, CA 94103	TRUSTEE 1.00	1,500.	0	0
ETHEL PEARSON P.O. BOX 32554 EUCLID, OH 44132	SECRETARY 20.00	36,000.	0	0
SUZANNE W. ERIKSON 2972 FULLER MOUNTAIN RD NORTH FERRISBURGH, VT 05473	TRUSTEE 1.00	1,500.	0	0
	GRAND TOTALS	40,500.		