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For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

THE SEARS-SWETLAND FAMILY FOUNDATION

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

Room/suite

13003 LAKESHORE BOULEVARD

City or town, state, and ZIP code

BRATENAH, OH 44108

G Check all that apply.

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

H Check type of organization

Section 501(c)(3) exempt private foundation

 Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end
of year (from Part II, col (c), line
16) ► \$ 3,360,264.

J Accounting method

Cash

Accrual

 Other (specify)

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	16,469.	ATCH 1		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	46,999.	46,999.		ATCH 2
4 Dividends and interest from securities	43,100.	43,100.		ATCH 3
5 a Gross rents	25,744.	25,744.		
b Net rental income or (loss) -13,149.				
6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 852,327.	41,002.			
7 Capital gain net income (from Part IV, line 2)		41,002.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 4	1,716.	1,462.		
12 Total. Add lines 1 through 11	175,030.	158,307.		
	7,000.	1,050.		5,950.
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 5	4,400.	660.		3,740.
c Other professional fees (attach schedule) *	15,007.	15,007.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 7	1,392.	392.		
19 Depreciation (attach schedule) and depletion	1,076.			
20 Occupancy	1,717.			1,717.
21 Travel, conferences, and meetings	2,104.			2,104.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	39,907.	279.		1,811.
24 Total operating and administrative expenses.				
Add lines 13 through 23	72,603.	17,388.		15,322.
25 Contributions, gifts, grants paid	160,900.			160,900.
26 Total expenses and disbursements Add lines 24 and 25	233,503.	17,388.	0	176,222.
27 Subtract line 26 from line 12	-58,473.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		140,919.		
c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	1,898.	94,679.	94,679.
2	Savings and temporary cash investments	341,056.	341,148.	341,148.
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 9	2,624,053.	2,466,513.	2,897,437.
	c Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ► 41,073.			
	Less accumulated depreciation ► 1,444.			
		31,343.	39,629.	27,000.
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)	2,998,350.	2,941,969.	3,360,264.
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				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
29	Capital stock, trust principal, or current funds			
30	Paid-in or capital surplus, or land, bldg , and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds	2,998,350.	2,941,969.	
	Total net assets or fund balances (see instructions)	2,998,350.	2,941,969.	
	Total liabilities and net assets/fund balances (see instructions)	2,998,350.	2,941,969.	

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	2,998,350.
2	Enter amount from Part I, line 27a	2	-58,473.
3	Other increases not included in line 2 (itemize) ► ATCH 11	3	2,092.
4	Add lines 1, 2, and 3	4	2,941,969.
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	2,941,969.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	41,002.	
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	350,648.	3,122,610.	0.112293
2010	167,756.	2,974,733.	0.056394
2009	164,860.	2,708,210.	0.060874
2008	177,187.	3,344,058.	0.052986
2007	188,287.	3,732,669.	0.050443
2 Total of line 1, column (d)			2 0.332990
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 0.066598
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,243,065.
5 Multiply line 4 by line 3			5 215,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,409.
7 Add lines 5 and 6			7 217,391.
8 Enter qualifying distributions from Part XII, line 4			8 176,222.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	}	1	2,818.			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)							
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .						
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	3	4			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .						
3	Add lines 1 and 2 . . .						
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .						
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .						
6	Credits/Payments	5	6a	1,393.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .						
b	Exempt foreign organizations - tax withheld at source . . .						
c	Tax paid with application for extension of time to file (Form 8868) . . .						
d	Backup withholding erroneously withheld . . .						
7	Total credits and payments Add lines 6a through 6d . . .	7	8	9	10	11	175.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .						
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .						
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .						
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 175. Refunded ►						

Part VII-A Statements Regarding Activities

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	Yes	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . .			
<i>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</i>				
c	Did the foundation file Form 1120-POL for this year? . . .	1b	Yes	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? . . . <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .			
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	3	Yes	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>			
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? . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	4a	Yes	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? <i>If "No," attach explanation</i> . . .			
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)? <i>If "Yes," complete Part XIV</i> . . .	4b	Yes	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .			

Part VII-A Statements Regarding Activities (continued)

11	X
12	X
13	X
Website address ► N/A	
14	Telephone no ► 216-932-3051
Located at ► 13003 LAKESHORE BLVD. BRATENAHL, OH ZIP+4 ► 44108	
15	► 15
16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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.	
1a	Yes X No
(1)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(5)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	1b X
c	1c X
2	2b
a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	2b
c	2b
3a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	3b
4a	4a X
b	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		7,000.	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
NONE		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 NO DIRECT ACTIVE CONDUCT OF CHARITABLE ACTIVITIES	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

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 2,920,391.
b	Average of monthly cash balances	1b 345,061.
c	Fair market value of all other assets (see instructions)	1c 27,000.
d	Total (add lines 1a, b, and c)	1d 3,292,452.
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 3,292,452.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 49,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,243,065.
6	Minimum investment return. Enter 5% of line 5	6 162,153.

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	1 162,153.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,818.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,818.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 159,335.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 159,335.
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	7 159,335.

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 176,222.
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	4 176,222.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 176,222.

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				159,335.
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	16,134.			
b From 2008	18,712.			
c From 2009	31,615.			
d From 2010	21,049.			
e From 2011	196,131.			
f Total of lines 3a through e	283,641.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 176,222.				
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				159,335.
e Remaining amount distributed out of corpus	16,887.			
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	300,528.			
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)	16,134.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	284,394.			
10 Analysis of line 9				
a Excess from 2008	18,712.			
b Excess from 2009	31,615.			
c Excess from 2010	21,049.			
d Excess from 2011	196,131.			
e Excess from 2012	16,887.			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
(1)	Value of all assets					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

DAVID W. SWETLAND

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.

N/A

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

CONTACT THE SEARS-SWETLAND FAMILY FOUNDATION FOR GRANT APPLICATION

c Any submission deadlines

CONTACT THE SEARS-SWETLAND FAMILY FOUNDATION FOR GRANT APPLICATION

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

CONTACT THE SEARS-SWETLAND FAMILY FOUNDATION FOR GRANT APPLICATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 13				
Total			► 3a	160,900.
b Approved for future payment				
ATCH 14				
Total			► 3b	50,000.

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		14	46,999.		
4 Dividends and interest from securities		14	43,100.		
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property		16	25,744.		
6 Net rental income or (loss) from personal property .					
7 Other investment income		15	1,462.		
8 Gain or (loss) from sales of assets other than inventory		18	41,002.		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PTP INCOME	900099	254.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		254.		158,307.	
13 Total Add line 12, columns (b), (d), and (e)				13	158,561.

(See worksheet in line 13 instructions to verify calculations)

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

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

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?	Yes	No
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.		

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 _____ 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 _____

**Sign
Here**

correct, and complete Declaration of preparer (d)

Signature of officer or trustee

based on all informa
8/15/13
Date

preparer has any knowledge
 President
Title

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

Paid Preparer Use Only	Print/Type preparer's name <i>KB Cooley CPA</i>	Preparer's signature <i>Blorney CPA</i>	Date AUG 01 2013	Check <input type="checkbox"/> if self-employed	PTIN POO285983
	Firm's name ► MEADEN & MOORE LTD.	Firm's EIN ► 34-1818258			
	Firm's address ► 1100 SUPERIOR AVENUE, STE 1100 CLEVELAND, OH	44114	Phone no 216-241-3272		

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

THE SEARS-SWETLAND FAMILY FOUNDATION

Employer identification number

34-6522143

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ -----

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SEARS-SWETLAND FAMILY FOUNDATION

Employer identification number

34-6522143

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF DAVID W SWETLAND 244 FAIRVIEW ROAD PALM BEACH, FL 33480	\$ 16,469.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE SEARS-SWETLAND FAMILY FOUNDATION

Employer identification number

34-6522143

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$

Name of organization THE SEARS-SWETLAND FAMILY FOUNDATION

Employer identification number

34-6522143

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.*

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
				(e) Transfer of gift			
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
				(e) Transfer of gift		Relationship of transferor to transferee	
				(e) Transfer of gift		Relationship of transferor to transferee	
				(e) Transfer of gift		Relationship of transferor to transferee	

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)	
738,670.		HUNTINGTON CAPITAL SEE ATT'D STMT PROPERTY TYPE: SECURITIES 711,085.				P	VARIOUS	VARIOUS 27,585.
2,728.		HUNTINGTON CAPITAL CAP GAIN DIVS REC'D PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS 2,728.
46,276.		BLACKROCK INC 225 S PROPERTY TYPE: SECURITIES 42,100.				P	04/23/2012	12/28/2012 4,176.
14.		EXPRESS SCRIPTS CASH IN LIEU PROPERTY TYPE: SECURITIES				P	VARIOUS	04/04/2012 14.
27,367.		UNDER ARMOUR CL A 300 S PROPERTY TYPE: SECURITIES 20,868.				P	03/08/2011	05/18/2012 6,499.
50,000.		PUERTO RICO GOVT DEV GEN PROPERTY TYPE: SECURITIES 50,000.				P	VARIOUS	02/23/2012
TOTAL GAIN(LOSS)								<u>41,002.</u>

THE SEARS-SWETLAND FOUNDATION

Recipient ID No 34-6522143

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost of Other Basis (b)	4 Federal Income Tax Withheld	13 State Income Tax Withheld	15 State Tax Withheld
ANNALY CAPITAL MANAGEMENT INC COM. NLY. 035710409								
Sale 07/18/12 09/23/09			850 000	14,365.78	16,794.13	-2,428.35		
Sale 08/27/12 09/23/09			850 000	14,493.87	16,794.13	-2,300.26		
Subtotals				28,859.65		33,588.26 (c)		
APACHE CORP. APA. 037411105								
Sale 12/20/12 12/23/10			450 000	35,825.19	53,311.63	-17,486.44		
APPLE INC. AAPL. 037833100								
Sale 04/25/12 12/23/10			100 000	61,065.63	32,396.47	28,669.16		
BAC CAP TR XII GTD CAP SECS S 6 875% 08/02. 056333T209								
Redemption 11/05/12 07/26/06			1,200 000	30,000.00	30,000.00	0.00		
BNY CAPITAL V TR PFDSECS SER F 5 95% 05/. 09656H209								
Sale 08/27/12 04/23/03			2,000 000	51,401.84	50,000.00	1,401.84		
CHEVRON CORP NEW. CVX. 166764100								
Sale 08/27/12 12/23/10			200 000	22,286.93	18,167.54	4,119.39		
DOMINION RES INC CR SENS 5 700% 09/17/20. 257469AF3								
Redemption 09/17/12 03/25/09			100,000 000	100,000.00	100,000.00	0.00		
GENERAL ELECTRIC CO. GE. 369604103								
Sale 09/21/12 10/30/03			500 000	11,245.45	14,610.00	-3,364.55		
Sale 09/21/12 12/08/05			500 000	11,245.45	17,725.00	-6,479.55		

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
GENERAL ELECTRIC CO, GE, 369604103									
Sale 09/21/12	07/19/07		200 000	4,498 18	8,213 00			-3,714 82	
Sale 09/21/12	12/15/08		3,400 000	76,469 03	57,289 32			19,179 71	
Subtotals				103,458.11	97,837.32(c)				
HUTCHISON WHAMPOA UNSP ADR EA REPR 2 ORD, HUWHY, 4484415208									
Sale 08/27/12	08/03/06		1,250 000	21,959 50	23,325 00			-1,365 50	
LASALLE BK N A CHICAGO ILL 5 25000% 07/1, 51804LQY3									
Redemption 07/18/12	08/10/07		50,000 000	50,000 00	50,000 00			0 00	
MEDCO HEALTH SOLUTIONS INC EXCHANGED FOR, 58405U102									
Merger 04/03/12	02/23/10		725 000	20,880 00	11,970 33			8,909 67	
NATIONAL CITY CAP TRIII TR PFD SECS 6 62, 63540X201									
Redemption 05/25/12	05/18/07		1,000 000	25,000 00	25,000 00			0 00	
PROCTER & GAMBLE CO, PG, 742718109									
Sale 08/21/12	12/18/09		650 000	43,389 06	39,824 20			3,564 86	
RBS CAP FDG TR VII GTD TR PFD SEC 6 08%P, RBSPRG, 74928P207									
Sale 08/27/12	02/11/04		2,000 000	32,719 26	50,000 00			-17,280 74	
SABINE ROYALTY TR UNIT BEN INT, SBR, 785688102									
Sale 07/18/12	09/03/04		550 000	29,624 33	19,594 50			10,029 83	
TATA MOTORS LIMITED ADR EA REP 5 ORD INR, TTM, 876568502									
Sale 08/27/12	07/05/07		1,500 000	32,200 67	26,070 00			6,130 67	
WEST MICH CMNTY BK CD 5 00000% 09/28/201, 954444BD6									
Redemption 09/28/12	09/25/07		50,000 000	50,000 00	50,000 00			0 00	
TOTALS				738,670.17	711,085.25(c)			0.00	
Box B Long-Term Realized Gain								82,005.13	
Box B Long-Term Realized Loss								-54,420.21	

THE SEARS-SWETLAND FAMILY FOUNDATION

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

34-6522143

ATTACHMENT 1

NAME AND ADDRESS

ESTATE OF DAVID W SWETLAND
244 FAIRVIEW ROAD
PALM BEACH, FL 33480

DATE

12/1/2012

DIRECT
PUBLIC
SUPPORT

16,469.

TOTAL CONTRIBUTION AMOUNTS

16,469.

ATTACHMENT 2FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
HUNTINGTON CAPITAL	39,279.	39,279.
HUNTINGTON OID	7,290.	7,290.
PASS THRU LP INTERESTS	414.	414.
FIRST CHECKING	16.	16.
TOTAL	<u>46,999.</u>	<u>46,999.</u>

ATTACHMENT 3FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
HUNTINGTON CAPITAL PASS THRU L.P. INTERESTS	42,883. 217.	42,883. 217.
TOTAL	<u>43,100.</u>	<u>43,100.</u>

RENT AND ROYALTY INCOME

Taxpayer's Name THE SEARS-SWETLAND FAMILY FOUNDATION		Identifying Number 34-6522143							
DESCRIPTION OF PROPERTY MORELAND COURTS CONDOMINIUM									
<input type="checkbox"/> Yes	<input type="checkbox"/> No	Did you actively participate in the operation of the activity during the tax year?							
TYPE OF PROPERTY: REAL RENTAL INCOME									
OTHER INCOME: RENTAL INCOME 25,744.									
TOTAL GROSS INCOME 25,744.									
OTHER EXPENSES: SEE ATTACHMENT									
DEPRECIATION (SHOWN BELOW) 1,076.									
AMORTIZATION LESS: Beneficiary's Portion									
DEPLETION LESS: Beneficiary's Portion									
TOTAL EXPENSES 38,893.									
TOTAL RENT OR ROYALTY INCOME (LOSS) -13,149.									
Less Amount to Rent or Royalty Depreciation Depletion Investment Interest Expense Other Expenses Net Income (Loss) to Others -13,149.									
Net Rent or Royalty Income (Loss) Deductible Rental Loss (if Applicable)									
SCHEDULE FOR DEPRECIATION CLAIMED									
(a) Description of property SEE ATTACHMENT	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME	<u>25,744.</u>
	<u>25,744.</u>

OTHER DEDUCTIONS

INSURANCE	1,475.
REPAIRS	625.
TAXES	1,001.
CONDOMINIUM FEES	32,995.
MOVING AND STORAGE	<u>1,721.</u>
	<u>37,817.</u>

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
MORELAND COURTS COND	25,744.	1,076.	37,817.	-13,149.
TOTALS	<u>25,744.</u>	<u>1,076.</u>	<u>37,817.</u>	<u>-13,149.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTIES	<u>1,462.</u>	<u>1,462.</u>
PTP UNRELATED BUSINESS INCOME	<u>254.</u>	
TOTALS	<u>1,716.</u>	<u>1,462.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,400.	660.		3,740.
TOTALS	<u><u>4,400.</u></u>	<u><u>660.</u></u>		<u><u>3,740.</u></u>

ATTACHMENT 5

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT FEES	15,007.	15,007.
TOTALS	<u>15,007.</u>	<u>15,007.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	392.	
NET INVESTMENT INCOME TAX PAID	1,000.	
TOTALS	<u>1,392.</u>	<u>392.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
RENT AND ROYALTY EXPENSES	37,817.	279.	
SEVERANCE TAX & OTHER SEC FEES	279.		
MEMBERSHIP DUES & CONFERENCES	1,611.		
OHIO FILING FEES	200.		
TOTALS	<u>39,907.</u>	<u>279.</u>	<u>1,811.</u>

ATTACHMENT 8

FORM 990PF, PART III - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS, BONDS, SECURITIES	<u>2,466,513.</u>	<u>2,897,437.</u>
TOTALS	<u>2,466,513.</u>	<u>2,897,437.</u>

ATTACHMENT 9

INVESTMENTS - LAND, BUILDINGS, EQUIPMENTATTACHMENT 10

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
CONDOMINIUM	M27	27,000		27,000	
CAPITALIZED FEES	L	4,711		4,711	
AC UNIT	M27	5,622		5,622	
CAPITALIZED FEES	L	3,740.		3,740.	
TOTALS		<u>31,711</u>		<u>41,073</u>	<u>368</u>

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
	368	982		1,350

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BASIS ADJUSTMENTS TO BALANCE SHEET DUE TO LIMITED PARTNERSHIP INTERESTS, CHECKS IN TRANSIT, NONTAXABLE DISTRIBUTIONS RECEIVED	2,092.
TOTAL	<u>2,092.</u>

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS		EXPENSE ACCT AND OTHER ALLOWANCES
			CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES	
LYDIA HARRINGTON 250 COLLEGE STREET HUDSON, OH 44236	TRUSTEE	0	0	0	0
DAVID S. SWETLAND 8598 SW 63RD AVE. MIAMI, FL 33143	TRUSTEE	0	0	0	0
RUTH SWETLAND EPPIG 13003 LAKESHORE BOULEVARD BRATENAH, OH 44108	TRUSTEE	7,000.	0	0	0
MARIANNE EPPIG 40 WEST TULANE RD COLUMBUS, OH 43202	SECRETARY	0	0	0	0
	GRAND TOTALS	<u><u>7,000.</u></u>	<u><u>0</u></u>	<u><u>0</u></u>	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

CHARITABLE

NONE

PUBLIC CHARITY

SEE ATTACHED STATEMENT

TOTAL CONTRIBUTIONS PAID

160,900

1/1/2012 through 12/31/2012

Description	Memo	Amount
BEYOND PESTICIDES, OHIO		
Cleveland Botanical Garden	SAFE LAWN AND GARDEN CAMPAIGN	-2,500.00
Cleveland Botanical Garden	green corps/campus master plan	-10,000.00
Cleveland Institute of Art	endowment campaign	-30,000.00
Cleveland Rowing Foundation	3rd payment of pledge	-10,000.00
Cleveland Sight Center	business & prof practices/printers	-10,000.00
Cleveland Zoological Soc	Rivergate Park	-2,500.00
Coastal Maine Botanical Gardens	3rd payment of \$30,000 pledge	-5,000.00
Conservancy For Cuyahoga National Park	final payment African Elephant crossing	-5,000.00
Cuyahoga Community College	4th and final payment of \$30,000 pledge	-8,000.00
Downtown Cleveland Alliance	Trail Mix Peninsula	-2,500.00
Dunham Tavern Museum	1st payment of \$10,000 pledge for Green Corps students	-5,000.00
Earth Day Coalition	unrestricted operating support	-2,500.00
Family Promise	capital campaign	-1,000.00
Friends Of Breakthrough Schools	Satellite Nurseries	-2,500.00
Friends of Cleveland Public Library	operations for 2012	-2,000.00
Friends of Cleveland School of the Arts	operations 2012	-2,500.00
Friends of Shaker Lakes	Peter Pearson Study	-2,500.00
Friends of Shaker Lakes	supplies	-2,500.00
Great Lakes Theater Festival	3rd and final payment \$10K pledge for campaign	-3,400.00
Greater Ohio	advocacy support	-5,000.00
Holden Arboretum	1st payment \$30,000 pledge over 5 years	-5,000.00
LAND STUDIO	UNRESTRICTED OPERATING SUPPORT	-2,500.00
Lorain County Community College Foundation	Great Lakes Biomimicry current expenses	-7,000.00
Metro Catholic School	Horticulture classes and new green space	-5,000.00
MOCA	2nd payment \$30,000 campaign pledge	-10,000.00
Nature Center at Shaker Lakes	Stearns Trail Restoration Challenge	-7,500.00
OHIO ENVIRONMENTAL COUNCIL	3rd payment \$7500 pledge	-2,500.00
Ohio Grant Makers Forum	sponsor annual meeting	-1,000.00
Rainey Institute	capital campaign and operating support	-6,000.00
Trust for Public Land Ohio Office	1st payment on \$15000 pledge	-5,000.00
Vocational Guidance Services	roof replacement	-5,000.00
	1/1/2012 - 12/31/2012	-160,900.00

FORM 9300E, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			ATTACHMENT 14
CLEVELAND SIGHT CENTER CLEVELAND, OH	NONE PUBLIC CHARITY	CHARITABLE	10,000
CUYAHOGA COMMUNITY COLLEGE CLEVELAND, OH	NONE PUBLIC CHARITY	GREEN CORPS STUDENTS	5,000
HOLDEN ARBORETUM CLEVELAND, OH	NONE PUBLIC CHARITY	CHARITABLE PLEDGE	25,000
TRUST FOR PUBLIC LAND SAN FRANCISCO, CA	NONE PUBLIC CHARITY	CHARITABLE PLEDGE	10,000
		TOTAL CONTRIBUTIONS APPROVED	<u><u>50,000</u></u>