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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**2012**Department of the Treasury
Internal Revenue Service

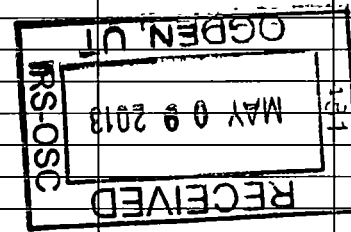
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation The Cliffs Foundation		A Employer identification number 34-6525124						
Number and street (or P O box number if mail is not delivered to street address) 200 Public Square		B Telephone number (see instructions) 216-694-5700						
City or town, state, and ZIP code Cleveland, OH 44114		C If exemption application is pending, check here ☐						
G Check all that apply: <table style="width:100%; border: none;"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☒ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☒ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) ▶ \$ 5,378,043 (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 ☐						
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____								

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)	3,000,000			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	8,034	8,034	8,034	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	3,008,034	8,034	8,034	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	370			370
24 Total operating and administrative expenses. Add lines 13 through 23	370			370
25 Contributions, gifts, grants paid	1,487,280			1,487,280
26 Total expenses and disbursements. Add lines 24 and 25	1,487,650			1,487,650
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,520,384			
b Net investment income (if negative, enter -0-)		8,034		
c Adjusted net income (if negative, enter -0-)			8,034	



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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		3,857,659	5,378,043	5,378,043
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (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)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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 ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,857,659	5,378,043	5,378,043
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)					
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		3,857,659	5,378,043	
	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				
	30	Total net assets or fund balances (see instructions)		3,857,659	5,378,043	
	31	Total liabilities and net assets/fund balances (see instructions)		3,857,659	5,378,043	

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	3,857,659
2	Enter amount from Part I, line 27a	2	1,520,384
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,378,043
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	5,378,043

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					
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,420,112	4,230,310	0.5721
2010	1,171,994	3,600,498	0.3255
2009	1,786,266	2,361,821	0.7563
2008	1,438,767	2,759,745	0.5213
2007	1,016,548	2,193,945	0.4633
2 Total of line 1, column (d)			2 2.6385
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 0.5277
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,121,012
5 Multiply line 4 by line 3			5 2,174,658
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 80
7 Add lines 5 and 6			7 2,174,738
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,487,650

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	161
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	161
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	161
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	457
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	457
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	296
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 296 Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>Ohio</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>D.J. Gallagher, Treasurer</u> Telephone no ► <u>216-694-5700</u> Located at ► <u>200 Public Square, Suite 3300 Cleveland, OH</u> ZIP+4 ► <u>44114</u>			
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 ► <u>15</u>			
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	Yes	No
				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	
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

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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** ☒

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Schedule				

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Foundation engages in grant making activities only.	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1a
b	Average of monthly cash balances	1b 4,183,769
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 4,183,769
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 4,183,769
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 62,757
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,121,012
6	Minimum investment return. Enter 5% of line 5	6 206,051

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	1 206,051
2a	Tax on investment income for 2012 from Part VI, line 5	2a 161
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 161
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 205,890
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 205,890
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	7 205,890

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 1,487,650
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1,487,650
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,487,650

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				205,890
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	908,448			
b From 2008	1,301,282			
c From 2009	1,668,239			
d From 2010	992,147			
e From 2011	2,208,684			
f Total of lines 3a through e	7,078,800			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 1,487,650				
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				205,890
e Remaining amount distributed out of corpus	1,281,760			
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	8,360,560			
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)	908,448			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,452,112			
10 Analysis of line 9				
a Excess from 2008	1,301,282			
b Excess from 2009	1,668,239			
c Excess from 2010	992,147			
d Excess from 2011	2,208,684			
e Excess from 2012	1,281,760			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**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 **N/A****b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
b 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))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

Dana Byrne, The Cliffs Foundation, 200 Public Square, Suite 3300, Cleveland, OH 44114

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

Applications should be in writing and should give details of how contributions would be used.

c Any submission deadlines

None

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

None

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Schedule				
Total ► 3a				
b Approved for future payment See Attached Schedule				
Total ► 3b				

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	▼																																																																																							

-ISA

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

- | | Yes | No |
|--------------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

b If "Yes," complete the following schedule

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

Form **990-PF** (2012)

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

The Cliffs Foundation

34-6525124

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (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 <u>The Cliffs Foundation</u>	Employer identification number <u>34-6525124</u>
--	---

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
---	<u>Cliffs Natural Resources</u> <u>200 Public Square, Suite 3300</u> <u>Cleveland, OH 44114</u>	\$ <u>3,000,000.00</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	-----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

THE CLIFFS FOUNDATION
EMPLOYER IDENTIFICATION NUMBER 34-6525124

2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
SCHEDULES ATTACHED

Part I, Line 1, Column A -- Gross Contributions Received.....	1
Part I -- Expenses	2
Part VIII -- Schedule of Compensation of Officers and Trustees.	3
Attachment A -- Contributions Paid in 2012.	4
Attachment B -- Contributions Approved for Future Payment	5

THE CLIFFS FOUNDATION
EMPLOYER IDENTIFICATION NUMBER 34-6525124

2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
PART I, LINE 1, COLUMN A -- GROSS CONTRIBUTIONS RECEIVED

		<u>Date Received</u>	<u>Amount</u>
Cliffs Natural Resources	200 Public Square, Suite 3300 Cleveland, OH 44114	Various	\$3,000,000

THE CLIFFS FOUNDATION
EMPLOYER IDENTIFICATION NUMBER 34-6525124

2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
PART I -- EXPENSES

Line 23 -- Other Expenses

Filing Fees-State of Ohio	\$200
Administration	<u>\$170</u>

\$370

THE CLIFFS FOUNDATION
EMPLOYER IDENTIFICATION NUMBER 34-6525124

2012 FORM 990-PF, RETURN OF PRIVATE FOUNDATION
PART VIII -- SCHEDULE OF COMPENSATION OF OFFICERS AND TRUSTEES
MANAGERS OF THE CLIFFS FOUNDATION

J. A. Carrabba	President, Member and Trustee	200 Public Square, Suite 3300 Cleveland, Ohio 44114
D. J. Gallagher	Vice President and Treasurer and Trustee	200 Public Square, Suite 3300 Cleveland, Ohio 44114
D. W. Byrne	Vice President and Assistant Treasurer	200 Public Square, Suite 3300 Cleveland, Ohio 44114
L. Brias	Trustee	200 Public Square, Suite 3300 Cleveland, Ohio 44114

The Cliffs Foundation
Contributions Paid in 2012
Attachment (A) to Form 990-PF

Recipient's Name	Location	Amount
Education - Matching Gifts		
Michigan Tech Fund	Houghton, MI	\$ 8,630.00
University of Minnesota	Minneapolis, MN	6,200.00
NMU Development Foundation	Marquette, MI	4,555.00
University School	Hunting Valley, OH	4,200.00
College of Wooster	Wooster, OH	4,000.00
Franciscan University of Steubenville	Steubenville, OH	4,000.00
University of Arizona	Tucson, AZ	4,000.00
South Dakota School of Mines and Technology	Rapid City, SD	3,000.00
Case Western Reserve University	Cleveland, OH	2,600.00
Capital University	Columbus, OH	2,000.00
Hiram College	Hiram, OH	1,850.00
St. Ignatius High School	Cleveland, OH	1,050.00
Laurel School	Shaker Heights, OH	1,000.00
Hathaway Brown School	Shaker Heights, OH	750.00
Notre Dame College	South Euclid, OH	525.00
University of Virginia	Charlottesville, VA	500.00
Williams College	Williamstown, MA	450.00
University of Cincinnati	Cincinnati, OH	370.00
Finlandia University	Hancock, MI	350.00
Kent Denver School	Englewood, CO	300.00
University of Alabama	University, AL	260.00
Cathedral High School	St. Cloud, MN	250.00
Xavier University	Cincinnati, OH	250.00
Youngstown State University	Youngstown, OH	250.00
Colorado Seminary	Denver, CO	200.00
Vanderbilt University	Nashville, TN	200.00
Baldwin Wallace College	Berea, OH	150.00
Miami University	Oxford, OH	111.00
University of Notre Dame	Notre Dame, IN	100.00
University of Tennessee	Knoxville, TN	100.00
Pennsylvania State University	University Park, PA	75.00
South Dakota State University	Brookings, SC	60.00
Beaumont School	Cleveland Hts., OH	50.00
Bemidji State University	Bemidji, MN	50.00
Montana Tech	Butte, MT	50.00
St. Cloud State University	St. Cloud, MN	50.00
Subtotal Education - Matching Gifts		\$ 52,536.00

The Cliffs Foundation
Contributions Paid in 2012
Attachment (A) to Form 990-PF

Recipient's Name	Location	Amount
Education		
Entrepreneur Prep School	Cleveland, OH	\$ 200,000.00
Hueytown High School	Hueytown, AL	15,000.00
South Dakota School of Mines	Rapid City, SD	15,000.00
University of Minnesota	Minneapolis, MN	15,000.00
Wolf Ridge Environmental Learning Center	Finland, MN	15,000.00
Man Middle School	Mallory, WV	12,000.00
Nice Community Schools	Ishpeming, MI	10,000.00
Catholic Charities Community Services	Cleveland, OH	8,000.00
Concord Elementary School	Bessemer, AL	7,500.00
Missouri University of Science and Technology	Rolla, MO	7,500.00
University of Montana	Butte, MT	7,500.00
University of North Dakota	Grand Forks, ND	7,500.00
Bluefield State College	Bluefield, WV	5,000.00
Case Western Reserve University	Cleveland, OH	5,000.00
College Now Greater Cleveland	Cleveland, OH	5,000.00
Ishpeming Carnegie Library	Ishpeming, MI	5,000.00
Kent State University	Kent, OH	5,000.00
Magnificat High School	Rocky River, OH	5,000.00
North Shore Trade and Tech Project	Two Harbors, MN	5,000.00
Phi Beta Kappa Society	Washington, D.C.	5,000.00
Virginia Polytechnic Institute and State University	Blacksburg, VA	5,000.00
West Virginia University	Morgantown, WV	5,000.00
University of Kentucky	Lexington, KY	4,500.00
Better Basics	Birmingham, AL	3,000.00
Colorado School of Mines	Golden, CO	3,000.00
Junior Achievement	Cleveland, OH	3,000.00
Big Creek People in Action	Caretta, WV	2,500.00
Dartmouth College	Hanover, NH	2,500.00
Itasca Community College	Grand Rapids, MN	2,500.00
Northern Lights Community School	Grand Rapids, MN	2,500.00
McDowell County 4-H Leaders Association	Welch, WV	2,000.00
Ohio Foundation of Independent Colleges	Columbus, OH	2,000.00
Wyoming 4-H Leaders Association	Maben, WV	2,000.00
Newspapers in Education	San Francisco, CA	1,500.00
Hueytown High School	Hueytown, AL	1,500.00
Oak Grove High School	Bessemer, AL	1,500.00
Northeastern Ohio Science and Engineering Fair	Cleveland, OH	1,000.00
Westside High School	Clear Fork, WV	1,000.00
Wyoming East High School	New Richmond, WV	1,000.00
WVIZ/Educational Television Auction	Cleveland, OH	1,000.00
Seeds of Literacy	Cleveland, OH	500.00
Subtotal Education - Other		\$ 408,500.00

The Cliffs Foundation
Contributions Paid in 2012
Attachment (A) to Form 990-PF

Recipient's Name	Location	Amount
Health & Human Services		
American Red Cross	Cleveland, OH	\$ 100,000.00
United Way	Cleveland, OH	92,938.31
Marquette General Health Systems	Marquette, MI	50,000.00
Great Lakes Center for Youth Development	Marquette, MI	25,000.00
United Way of Greater Duluth	Duluth, MN	25,000.00
Boys & Girls Clubs	Cleveland, OH	20,000.00
American Red Cross	Logan County, WV	10,000.00
Eveleth Area Community Foundation	Eveleth, MN	10,000.00
Hunger Solutions Minnesota	Arden Hills, MN	10,000.00
United Way of Northeastern Minnesota	Chisholm, MN	10,000.00
Virginia Regional Medical Center	Virginia, MN	10,000.00
Volunteer West Virginia	Charleston, WV	10,000.00
United Way of Northeastern Minnesota	Chisholm, MN	7,306.00
Boy Scouts-Hiawathaland Council	Irving, TX	5,000.00
Boys & Girls Clubs	Birmingham, AL	5,000.00
Cleveland Foodbank	Cleveland, OH	5,000.00
Friendship Ventures	Annandale, MN	5,000.00
Grace House	Fairfield, AL	5,000.00
Hands of Hope Ministries	East Ellijay, GA	5,000.00
Jefferson County Committee for Economic Opportunity	Birmingham, AL	5,000.00
Michigan Society of St. Vincent DePaul	Marquette, MI	5,000.00
Northshore Area Partners	Silver Bay, MN	5,000.00
Range Mental Health Center	Virginia, MN	5,000.00
Range Mental Health Center	Virginia, MN	5,000.00
Salvation Army	Wauwatosa, WI	5,000.00
Two Harbors Community Partners	Two Harbors, MN	5,000.00
United Way Services	Cleveland, OH	5,000.00
Wyoming County Youth Center	Wyoming County, WV	5,000.00
Children's Home Society of West Virginia	Charleston, WV	3,000.00
Courage Center	Golden Valley, MN	3,000.00
Itmann Food Bank	Mullens, WV	3,000.00
Logan County Child Advocacy Center	Logan County, WV	3,000.00
Achievement Center for Children	Strongsville, OH 44136	2,500.00
Five Loaves & Two Fishes Foodbank	Roderfield, WV	2,500.00
Hunger Task Force of Greater Cleveland	Cleveland, OH	2,500.00
Hungry Lamb Food Initiative	Logan, WV	2,500.00
Pathways	Birmingham, AL	2,500.00
Oceana Church of God	Oceana, WV	2,500.00
Arrowhead Economic Opportunity Agency	Virginia, MN	2,000.00
Hibbing Food Shelf	Hibbing, MN	2,000.00
Second Harvest Northern Lakes Food Bank	Duluth, MN	2,000.00
Women's Center	Marquette, MI	2,000.00
Alzheimer's Association	Cleveland, OH	1,000.00
Big Creek People in Action/Food distribution	Caretta, WV	1,000.00
Boy Scouts-Voyageurs Area Council	Hermantown, MN	1,000.00
Buffalo Creek Watershed Association	Amherstdale, WV	1,000.00

The Cliffs Foundation
Contributions Paid in 2012
Attachment (A) to Form 990-PF

<u>Recipient's Name</u>	<u>Location</u>	<u>Amount</u>
City of Virginia/Children's Memorial Park	Virginia, MN	1,000.00
Coats for Kids	Cleveland, OH	1,000.00
First Tee of Cleveland	Newburgh Heights, OH	1,000.00
Food Bank Council of Michigan	Lansing, MI	1,000.00
Hearing & Speech Center	Cleveland, OH	1,000.00
Hiram House	Chagrin Falls, OH	1,000.00
Juvenile Diabetes Association	New York, NY	1,000.00
Lions Sight Conservation	Lesage, WV	1,000.00
Precious Blood Ministry of Reconciliation	Chicago, IL	1,000.00
Providence House	Cleveland, OH	1,000.00
Salvation Army	Cleveland, OH	1,000.00
Tee it up for the Troops	Burnsville, MN	1,000.00
United Cerebral Palsy	Cleveland, OH	1,000.00
YMCA	Virginia, MN	<u>1,000.00</u>
Total Health & Human Services		\$ 508,244.31

The Cliffs Foundation
Contributions Paid in 2012
Attachment (A) to Form 990-PF

<u>Recipient's Name</u>	<u>Location</u>	<u>Amount</u>
Civic		
Buffalo Creek Watershed Association	Amhersdale, WV	\$ 20,000.00
Gwinn Village Clubhouse	Gwinn, MI	15,000.00
Forsyth Township	Forsyth Township, MI	10,000.00
Habitat for Humanity	Americus, GA	10,000.00
Marquette Community Foundation	Marquette, MI	10,000.00
Friends of Milam Creek	MacGraws, WV	10,000.00
Northern Michigan Geologic Repository Association	Negaunee, MI	10,000.00
Superiorland Ski Club	Marquette, MI	10,000.00
Ohio City Near West Development Corp.	Cleveland, OH	7,000.00
City of Babbitt	Babbitt, MN	6,000.00
McDavitt Fire Department and Rescue Squad	Zim, Mn	6,000.00
Lake County Ambulance Service	Silver Bay, MN	5,500.00
AFFORD	Cleveland, OH	5,000.00
Eveleth Westside Civic League	Eveleth, MN	5,000.00
Ishpeming Skiers' Training Facility	Ishpeming, MI	5,000.00
Lake Superior Community Partnership	Marquette, MI	5,000.00
Noquemanon Trail Network	Marquette, MI	5,000.00
Olde Town Eveleth Neighborhood Revitalization	Virginia, MN	5,000.00
Tower-Soudan Community Park	Soudan, MN	5,000.00
Wyoming County Fire Department	Pineville, WV	5,000.00
Alabama Chapter of the American Chestnut Foundation	Birmingham, AL	1,000.00
American Enterprise Institute for Public Policy Research	Washington, DC	1,000.00
Nature Conservancy	Washington, DC	1,000.00
Tourist Center	Hibbing, MN	1,000.00
 Total Civic		 \$ 163,500.00

The Cliffs Foundation
Contributions Paid in 2012
Attachment (A) to Form 990-PF

<u>Recipient's Name</u>	<u>Location</u>	<u>Amount</u>
Culture		
Playhouse Square	Cleveland, OH	\$ 200,000.00
Great Lakes Science Center	Cleveland, OH	100,000.00
Iron Industry Museum	Lansing, MI	10,000.00
Cleveland Orchestra	Cleveland, OH	5,000.00
Marquette County History Museum	Marquette, MI	5,000.00
Proctor Historical Society	Proctor, MN	5,000.00
U.S. Hockey Hall of Fame	Eveleth, MN	5,000.00
Minnesota Discovery Center	Chisholm, MN	4,000.00
Cleveland Museum of Art	Cleveland, OH	3,000.00
Wyoming County 4-H Leaders Assoc.	Maben, WV	3,000.00
Cliffs Shaft Mine Museum	Ishpeming, MI	2,500.00
Minnesota Museum of Mining	Chisholm, MN	2,500.00
U.P. Children's Museum	Marquette, MI	2,500.00
Pine Mountain Music Festival	Hancock, MI	2,000.00
Town of Pineville	Pineville, WV	2,000.00
Mesaba Concert Association	Hibbing, MN	1,000.00
Minnesota Historical Society	St. Paul, MN	1,000.00
Northern Lights Musical Festival	Virginia, MN	1,000.00
Total Culture		\$ 354,500.00
Other		
Treasurer of the State of Ohio		\$ 200.00
Intuit (check stock)		170.21
Total - Other		\$ 370.21
Grand Total Contributions		\$ <u>1,487,650.52</u>

The Cliffs Foundation
Contributions Approved for Future Payment
Attachment (B) to Form 990-PF

<u>Recipient's Name</u>	<u>Location</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Education			
E-Prep School	Cleveland, OH	Capital	\$ 200,000
Ishpeming Carnegie Public Library	Ishpeming, MI	Operating	5,000
Health & Human Services			
Marquette General Hospital	Marquette, MI	Operating	\$ 50,000
Boys & Girls Clubs	Cleveland, OH	Operating	25,000
Greater Lakes Center for Youth Development	Marquette, MI	Operating	25,000
Eveleth Area Community Foundation	Eveleth, MN	Operating	10,000
Range Mental Health	Virginia, MN	Capital	5,000
Civic			
Forsythe Township	Forsythe Township, MI	Operating	\$ 10,000
Habitat for Humanity	Americus, GA	Operating	10,000
Superiorland Ski Club	Marquette, MI	Operating	10,000
Marquette Community Foundation	Marquette, MI	Operating	10,000
Ishpeming Ski Club	Ishpeming, MI	Operating	5,000
Lake Superior Community Partnership	Marquette, MI	Operating	5,000
Noquemanon Trail Network	Marquette, MI	Operating	5,000
Culture			
Playhouse Square	Cleveland, OH	Capital	\$ 200,000
Great Lakes Science Center	Cleveland, OH	Operating	100,000
Marquette County History Museum	Marquette, MI	Capital	5,000
Proctor Historical Society	Proctor, MN	Operating	5,000
Ironworld Development Corporation	Chisholm, MN	Operating	4,000
			<u>\$ 689,000</u>