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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2012

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			
Name of foundation		A Employer identification number			
SHERWIN-WILLIAMS FOUDNATION		34-6555476			
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (see instructions)			
101 PROSPECT AVENUE, N.W.		216-566-2000			
City or town, state, and ZIP code		C If exemption application is pending, check here ► <input type="checkbox"/>			
CLEVELAND OH 44115		D 1. Foreign organizations, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 16,764,231	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	500,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	42	42	42	
	4 Dividends and interest from securities	352,988	352,988	352,988	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	539,582			
	b Gross sales price for all assets on line 6a 1,840,000				
	7 Capital gain net income (from Part IV, line 2)		539,582		
	8 Net short-term capital gain			A05	MAY 2013
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,392,612	892,612	353,030		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,334			17,334
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	98,466	98,466		
	24 Total operating and administrative expenses. Add lines 13 through 23	115,800	98,466	0	17,334
25 Contributions, gifts, grants paid	802,326				
26 Total expenses and disbursements. Add lines 24 and 25	918,126	98,466	0	17,334	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	474,486				
b Net investment income (if negative, enter -0-)		794,146			
c Adjusted net income (if negative, enter -0-)			353,030		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing	5,994	1,535	1,535
	2	Savings and temporary cash investments	3,094,091	3,455,902	3,616,665
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,279,339	10,375,948	11,046,324
	c	Investments—corporate bonds (attach schedule)	1,832,070	1,856,595	2,099,707
	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
<b>Liabilities</b>	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	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	15,211,494	15,689,980	16,764,231
<b>Net Assets or Fund Balances</b>	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► )	0	0	
<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	15,211,494	15,689,980	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
		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	<b>Total net assets or fund balances</b> (see instructions)	15,211,494	15,689,980	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	15,211,494	15,689,980	

**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	15,211,494
2	Enter amount from Part I, line 27a	2	474,486
3	Other increases not included in line 2 (itemize) ► <b>PRIOR YEAR CONTRIBUTIONS VOIDED</b>	3	4,000
4	Add lines 1, 2, and 3	4	15,689,980
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	15,689,980

**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.)
<b>1a SEE ATTACHED</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>			0	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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	539,582		
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	731,311	15,823,400	0.0462
2010	788,438	14,801,627	0.0533
2009	790,370	13,145,087	0.0601
2008	1,056,481	16,459,702	0.0642
2007	1,000,970	18,951,921	0.0528

2 Total of line 1, column (d) . . . . . 2 0.2766

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 .05532

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . 4 16,159,646

5 Multiply line 4 by line 3 . . . . . 5 893,952

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 7,941

7 Add lines 5 and 6 . . . . . 7 901,893

8 Enter qualifying distributions from Part XII, line 4 . . . . . 8 802,326

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. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 15,883 2 3 15,883 4 5 15,883
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
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	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	
6	<b>Credits/Payments:</b>	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 16,000
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 16,000
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . ► 9 0	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ► 10 117	
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> ► 117 <b>Refunded</b> ► 11 0	

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b X	
<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>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2 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>	3 X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a X	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b 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>	5 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?	6 X	
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>	7 X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>OHIO</b>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9 X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10 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? Website address ► N/A	13	X
14	The books are in care of ► S. P. HENNESSY Located at ► 101 PROSPECT AVE N.W., CLEVELAND, OH	Telephone no. ► 216-566-2000 ZIP+4 ► 44115	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► <input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► VARIOUS	16	Yes X No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		X
4b			X

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

5a	During the year did the foundation pay or incur any amount to:						
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<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 <b>any</b> 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	N/A			
	Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>				
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 checked="" type="checkbox"/> No	N/A			
	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				
	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	N/A			

**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				

**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				
<b>Total number of other employees paid over \$50,000</b>				

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>	...	►

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	.....	
2	.....	
All other program-related investments. See instructions		
3	.....	
<b>Total. Add lines 1 through 3</b>	...	► 0

**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	16,401,271
b	Average of monthly cash balances	1b	4,461
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	16,405,732
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	16,405,732
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	246,086
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,159,646
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	807,982

**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	807,982
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,883
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,883
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	792,099
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	792,099
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	792,099

**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	802,326
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	802,326
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	802,326

**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 . . . . .				792,099
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .				
b Total for prior years: 20 . . . . .				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	1,000,970			
b From 2008 . . . . .	1,056,481			
c From 2009 . . . . .	790,370			
d From 2010 . . . . .	788,438			
e From 2011 . . . . .	731,311			
f Total of lines 3a through e . . . . .	4,367,570			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 802,326				
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) . . . . .	802,326			
d Applied to 2012 distributable amount . . . . .				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	792,099			792,099
6 Enter the net total of each column as indicated below:	4,377,797			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0		
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
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 . . . . .			0	
d Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .			0	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				0
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .	208,871			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	4,168,926			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	1,056,481			
b Excess from 2009 . . . . .	790,370			
c Excess from 2010 . . . . .	788,438			
d Excess from 2011 . . . . .	731,311			
e Excess from 2012 . . . . .	802,326			

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

<b>1a</b> 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>b</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)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a	<b>(a) 2012</b>	<b>(b) 2011</b>	<b>(c) 2010</b>	<b>(d) 2009</b>	<b>(e) Total</b>
	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					0
<b>a</b> "Assets" alternative test—enter:					0
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					0
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

NONE

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

NONE

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

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

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

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

**c** Any submission deadlines:

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE				802,326
<b>Total</b>				► 3a 802,326
<b>b Approved for future payment</b>				
SEE ATTACHED SCHEDULE				273,500
<b>Total</b>				► 3b 273,500

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.)
1	Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					42
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					352,688
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					539,582
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		0	892,312
13	Total. Add line 12, columns (b), (d), and (e)				13	892,312

(See worksheet in line 13 instructions to verify calculations.)

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

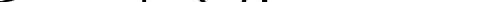
**Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

4/30/13 SECRETARY AND TREASURER

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

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

**2012**

Name of the organization	Employer identification number
SHERWIN-WILLIAMS FOUNDATION	34-6555476

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 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 33⅓ % 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

SHERWIN-WILLIAMS FOUNDATION

## Employer identification number

34-6555476

## 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	THE SHERWIN-WILLIAMS COMPANY 101 PROSPECT AVE, NW CLEVELAND, OH 44115	\$ 500,000	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.)

The Sherwin-Williams Foundation  
Return of Private Foundation, Form 990-PF  
December 31,2012  
EIN 34-6555476

Part I, Line 18 - Taxes

State of Ohio -	200
Taxes on Net Investment Income	
	1,134 00
	16,000
Total	<u>17,334</u>

Part I, Line 23 - Other Expenses

Custodial / Administrative Fees	98,466
Total	<u>98,466</u>

Note The Custodial / Admin Fees constitute investment expense

**The Sherwin-Williams Foundation**  
**Form 990-PF, Part II, Line 2**  
**Savings & Temporary Cash Investments**  
**December 31, 2012**  
**EIN 34-6555476**

<b>Description</b>	<b>Beginning of year Book Value</b>	<b>End of year Book Value</b>	<b>End of year Fair Market Value</b>
Cash Equivalents	682,835.54	897,104.19	897,104.19
HCC Priv Equity Offshore FD IX	-	4,400.73	4,400.73
HCC Total Return Offshore Fund	1,004,426.02	1,004,426.02	959,493.42
HCC Absolute Return Offshore Fund	542,126.15	542,126.15	545,355.25
HCC Priv Equity Offshore FD VII LP	371,334.79	456,321.62	558,706.74
HCC Priv Equity Offshore FD VIII LP	78,677.89	165,257.20	161,914.07
Hirtle Callaghan Private Eq Offshore Fund VI LTD	414,691.01	386,266.58	489,690.42
<b>Total</b>	<b>3,094,091.40</b>	<b>3,455,902.49</b>	<b>3,616,664.82</b>

**The Sherwin-Williams Foundation**  
Form 990-PF, Part II, Line 10(a)  
**Investments - U S and State Government Obligations**  
December 31, 2012  
EIN 34-6555476

Description	Beginning of year Book Value	End of year Book Value	End of year Fair Market Value
<b>Total</b>	-	-	-

**The Sherwin-Williams Foundation**  
**Form 990-PF, Part II, Line 10(b)**  
**Investments - Corporate Stock**  
**December 31, 2012**  
**EIN 34-6555476**

<b>Description</b>	<b>Beginning of year Book Value</b>	<b>End of year Book Value</b>	<b>End of year Fair Market Value</b>
Hirtle Callaghan Tr Int'l Equity FD	3 212,232 83	3 054,088 12	3 377,167 98
Hirtle Callaghan TR SSGA Emerg Mkts	881,664 94	998,891 00	1,077,534 68
Hirtle Callaghan REIT	351,238 63	186,408 95	167,493 46
Hirtle Callaghan Sm Cap Equity Portfolio	301,399 19	295,540 88	338 888 27
Hirtle Callaghan Tr Value Equity Portfolio	1,729,132 64	1 714,329 82	1 765 388 11
Hirtle Callaghan Tr Growth Equity Portfolio	1 634,638 49	1 654 797 26	1 809 382 39
Hirtle Callaghan Corp Fixed	481,075 71	493 934 72	518,131 12
Hirtle Callaghan Gov Fixed	560 743 75	586,731 17	594 872 53
Hirtle Callaghan ABS Fixed	547 895 94	559 070 02	565,824 99
Hirtle Callaghan Commodities	579,316 67	832,155 80	831,640 14
<b>Total</b>	<b>10,279,338 79</b>	<b>10,375,947 74</b>	<b>11,046,323 67</b>

**The Sherwin-Williams Foundation**  
Form 990-PF, Part II, Line 10(c)  
Investments - Corporate Bonds  
December 31, 2012  
EIN 34-6555476

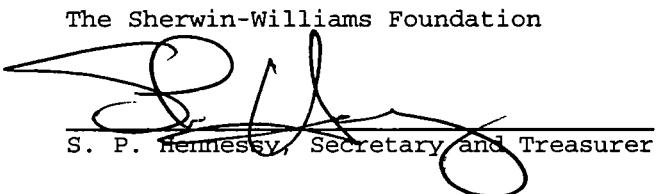
Description	Beginning of year Book Value	End of year Book Value	End of year Fair Market Value
Hirtle Callaghan High Yield Bond	942 477 88	944,968 84	1 041 899 90
Hirtle Callaghan Fixed Inc Secs FD	889,592 27	911,626 53	1,057,807 10
<b>Total</b>	<b>1,832,070 15</b>	<b>1,856,595 37</b>	<b>2,099,707 00</b>

THE SHERWIN-WILLIAMS FOUNDATION  
 FORM 990-PF, PART IV  
 CAPITAL GAINS AND LOSSES  
 December 31, 2012

(a) Description	(b) How Acquired P = Purchase D = Donation		(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) & (l) Gain or (Loss)
	P	D					
Hirtle Callaghan Lge Cap Val FD	P		Various	12/31/12	220,000 00	220,466 56	(466 56)
Hirtle Callaghan SSGA Emg Mkt	P		Various	12/31/12	120,000 00	116,558 67	3,441 33
Hirtle Callaghan LC Grth FD	P		Various	12/31/12	350,000 00	277,529 26	72,470 74
Hirtle Callaghan FI FD	P		Various	12/31/12	90,000 00	94,276 41	(4,276 41)
HC Capital Trust - The US Mort	P		Various	12/31/12	80,000 00	77,424 40	2,575 60
Hirtle Callaghan Small Cap	P		Various	12/31/12	30,000 00	28,222 34	1,777 66
HC Capital Trust - The US Corp	P		Various	12/31/12	20,000 00	18,848 69	1,151 31
Vanguard Inflation Protected	P		Various	12/31/12	20,000 00	16,711 65	3,288 35
Hirtle Callaghan Intl Equity FD	P		Various	12/31/12	600,000 00	564,645 07	35,354 93
HC Capital Trust - Commodities	P		Various	12/31/12	60,000 00	55,535 09	4,464 91
Hirtle Callaghan REIT	P		Various	12/31/12	190,000 00	212,405 04	(22,405 04)
HC Capital Trust - The US Govt	P		Various	12/31/12	60,000 00	57,160 38	2,839 62
Sub-Total of Property Sold					1,840,000 00	1,739,783 56	100,216 44
Capital Gain Distributions via Mutual Funds							439,365 50
<b>Total Capital Gain Net Income or (Net Capital Loss)</b>							<b><u>539,581 94</u></b>

The Sherwin-Williams Foundation  
Form 990-PF, Part XIII, Line 4(c)  
Election Under Code Section 4942 (h)(2)  
December 31, 2012  
EIN: 34-6555476

Under the provisions of Code Section 4942 (h) (2) and in accordance with Reg. 53.4942 (a) - 3 (d) (2), The Sherwin-Williams Foundation hereby elects to treat the qualifying distributions made within the calendar year ended December 31, 2012, which are not treated as made out of the undistributed income of the preceding taxable year, as being made out of corpus.

The Sherwin-Williams Foundation  
  
S. P. Hennessy, Secretary and Treasurer

The Sherwin-Williams Foundation  
Return of Private Foundation, Form 990-PF  
Statement of The Nature of Business  
December 31, 2012  
EIN: 34-6555476

The Sherwin-Williams Foundation was formed as a non-profit charitable corporation under the Ohio Non-Profit Corporation Law (Ohio Revised Code, Title XVII, Chapter 1702) on August 26, 1964, on which date the Article of Incorporation was duly filed in the Office of Secretary of State of Ohio and recorded on Roll B371 at Frame 1040 of the Records of Incorporations and Miscellaneous Filings of said office.

The purpose for which the corporation was formed are set forth in Article THIRD of the Articles of Incorporation of The Sherwin-Williams Foundation.

"THIRD: The Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children and animals, including for such purposes, the making of contributions or gifts to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), but in the case of contributions or gifts to a trust, check, fund, or foundation, only if such contributions or gifts are to be used within the United States or any of its possessions exclusively for such purposes".

Pursuant to Article THIRD of the Article of Incorporation, The Sherwin-Williams Foundation during the period covered by the return received contributions, and made distributions to qualified educational and charitable organizations.

The Sherwin-Williams Foundation

Form 990-PF, Part XV, Line 2

Supplementary Information

December 31, 2012

EIN: 34-6555476

Line 2a, The name, address and telephone number of the person to whom applications should be addressed:

Maria Haller  
The Sherwin-Williams Company  
101 Prospect Avenue, N.W.  
Cleveland, Ohio 44115  
(216) 566-2000

Line 2b, The form in which applications should be submitted and information and materials they should include:

- Description of the structure, purpose and history of the organization
- List of officers and directors
- Detailed description of current programs and activities
- Amount of funding requested with an explanation of why funds are needed and how they will be used
- For a specific project, description of project, including community needs to be addressed, program objectives, activities to be undertaken, timetable, fully defined project budget and sources of financial support committed and pending
- Current operating budget including income sources and expenditures
- Most recent audited financial statement
- Current list of corporate and foundation donors and level of support
- Latest annual report
- Copy of IRS letter certifying 501(c)(3) tax-exempt status

Line 2c, Any submission deadlines:

Requests are accepted throughout the year.

Line 2d, Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions or other factors:

Contributions restricted to organizations in the area of company headquarters and major manufacturing facilities.

The Sherwin-Williams Foundation

Return of Private Foundation, Form 990-PF

Part VIII - List of Officers, Foundation Managers

December 31, 2012

<u>Name</u>	<u>Title</u>	<u>Address Where Officers/ Managers May Be Contacted</u>
C. M. Connor	President and Trustee	12th Floor Midland Bldg. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115
J. G. Morikis	Vice President and Trustee	12th Floor Midland Bldg. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115
S. P. Hennessy	Secretary, Treasurer and Trustee	12th Floor Midland Bldg. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115
T. E. Hopkins	Assistant Secretary and Trustee	12th Floor Midland Bldg. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115
C. E. Carpenter	Trustee	12th Floor Midland Bldg. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115
R. J. Wells	Trustee	12th Floor Midland Bldg. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115

THE SHERWIN-WILLIAMS FOUNDATION  
FORM 990-PF, PART XV, LINE 3(B)  
CHARITABLE CONTRIBUTIONS  
DECEMBER 31, 2012  
EIN 34-6555476

CLASSIFICATION	AMOUNT APPROVED DURING 2012 FOR FUTURE PAYMENT	EXPLANATION
<u>ARTS &amp; CULTURE</u>		
<u>CIVIC &amp; OTHER</u>		
Playhouse Square Foundation (The Power of Three)	12,500	Payable over 2 years
<u>EDUCATION</u>		
<u>HEALTH &amp; HUMAN SERVICES</u>		
Boys and Girls Club of Cleveland	40,000	Payable over 5 years
YMCA of Greater Cleveland	20,000	Payable over 5 years
<u>UNITED WAY</u>		
United Way of Greater Cleveland	201,000	Payable in 2012
<b>Contributions Approved in 2012 for Future Payment</b>	<b><u>273,500</u></b>	

THE SHERWIN-WILLIAMS COMPANY & SUBSIDIARIES  
AND  
SHERWIN-WILLIAMS FOUNDATION

CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDING DECEMBER 31, 2012

RECIPIENT	2012 PAYMENTS
<b><u>EDUCATION</u></b>	
SHERWIN-WILLIAMS FOUNDATION	
BALDWIN-WALLACE COLLEGE	5,000
CALIFORNIA POLYTECHNIC STATE UNIV FOUND , SAN LUIS, CA	5,000
CLEVELAND BOARD OF EDUCATION/CLEVELAND METROPOLITAN SCHOOL DISTRICT	3,000
CLEVELAND SCHOLARSHIP PROGRAMS, INC - S-W SCHOLARSHIP, CLEVELAND, OH	24,000
CLEVELAND ZOOLOGICAL SOCIETY	5,000
CUYAHOGA COMMUNITY COLLEGE FOUNDATION	5,000
JUNIOR ACHIEVEMENT OF GREATER CLEVELAND, INC , CLEVELAND, OH	7,000
MATCHING GIFT PLAN	121,958
OHIO FOUNDATION OF INDEPENDENT COLLEGES, COLUMBUS, OH	5,000
OLD STONE CENTER FOR EDUCATION, CLEVELAND, OH	0
<b>TOTAL, SHERWIN-WILLIAMS FOUNDATION EDUCATION</b>	<b><u>180,958</u></b>

THE SHERWIN-WILLIAMS COMPANY & SUBSIDIARIES  
AND  
SHERWIN-WILLIAMS FOUNDATION

CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDING DECEMBER 31, 2012

RECIPIENT

2012  
PAYMENTS

UNITED WAY

SHERWIN-WILLIAMS FOUNDATION

UNITED WAY OF THE PLAINS - WICHITA, KS	2,700
UNITED WAY OF GREATER CLEVELAND, CLEVELAND, OH	199,000
EFFINGHAM COUNTY UNITED WAY, INC , EFFINGHAM, IL	2,100
UNITED WAY OF GREATER GREENSBORO, GREENSBORO, NC	1,900

**TOTAL, SHERWIN-WILLIAMS FOUNDATION UNITED WAY**

205,700

THE SHERWIN-WILLIAMS COMPANY & SUBSIDIARIES  
AND  
SHERWIN-WILLIAMS FOUNDATION

CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDING DECEMBER 31, 2012

RECIPIENT

2012  
PAYMENTS

ARTS AND CULTURE

SHERWIN-WILLIAMS FOUNDATION.

CLEVELAND MUSEUM OF ART, CLEVELAND, OH	5,000
CLEVELAND MUSEUM OF ART, CLEVELAND, OH	5,000
CLEVELAND INSTITUTE OF MUSIC	1,000
GETTYSBURG NATIONAL BATTLEFIELD MUSEUM, WASH D C	6,200
GREAT LAKES SCIENCE CENTER	5,000
MUSICAL ARTS ASSOCIATION, CLEVELAND, OH	15,000
NATIONAL FOOTBALL MUSEUM, INC	5,000
PLAYHOUSE SQUARE FOUNDATION, CLEVELAND, OH	10,000
PLAYHOUSE SQUARE FOUNDATION, CLEVELAND, OH	<u>5,000</u>
<b>TOTAL, SHERWIN-WILLIAMS FOUNDATION ARTS AND CULTURE</b>	<b><u>57,200</u></b>

THE SHERWIN-WILLIAMS COMPANY & SUBSIDIARIES  
AND  
SHERWIN-WILLIAMS FOUNDATION

CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDING DECEMBER 31, 2012

RECIPIENT

2012  
PAYMENTS

CIVIC AND OTHER

SHERWIN-WILLIAMS FOUNDATION

CLEVELAND LEADERSHIP CENTER	7,500
CUYAHOGA COUNTY PUBLIC LIBRARY	12,500
ECONOMIC GROWTH FOUNDATION, CLEVELAND, OH	81,075
ECONOMIC GROWTH FOUNDATION/ CLEVELAND PLUS MARKETING	25,000
MATCHING GIFTS FOR VOLUNTEER LEADERS	<u>17,050</u>

**TOTAL, SHERWIN-WILLIAMS FOUNDATION CIVIC AND OTHER**

143,125

THE SHERWIN-WILLIAMS COMPANY & SUBSIDIARIES  
AND  
SHERWIN-WILLIAMS FOUNDATION

CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDING DECEMBER 31, 2012

RECIPIENT

2012  
PAYMENTS

HEALTH AND HUMAN SERVICES

SHERWIN-WILLIAMS FOUNDATION

ACHIEVEMENT CENTER FOR CHILDREN, CLEVELAND, OH	8,700
ART THERAPY	2,000
BEREA CHILDREN'S HOME AND FAMILY SERVICES	5,000
BOYS AND GIRLS CLUB OF GREATER CLEVELAND	10,000
CITY MISSION, LAURA'S HOME	30,000
CLEVELAND CLINIC FOUNDATION, CLEVELAND, OH	25,000
CLEVELAND HEARING AND SPEECH	4,000
CLEVELAND SIGHT	3,000
DOMESTIC VIOLENCE CENTER, CLEVELAND, OH	1,000
DRESS FOR SUCCESS	1,200
EMPLOYEE RELIEF FUND - CAVEZZO ITALY	3,000
FAMILY PROMISE OF GREATER CLEVELAND	1,500
KOINONIA HOMES, INC	1,200
MEDWISH INTERNATIONAL	50,000
METROHEALTH FOUNDATION, INC	5,000
PLAN USA	72
PROVIDENCE HOUSE, INC , CLEVELAND, OH	5,000
RONALD MCDONALD HOUSE	10,000
ROSE MARY CENTER	1,500
SHOES FOR KIDS, INC , CLEVELAND, OH	1,200
SUICIDE PREVENTION EDUCATION ALLIANCE	1,000
TRANSITIONAL HOUSING, INC , CLEVELAND, OH	1,500
UNIVERSITY HOSPITALS HEALTH SYSTEM, INC , CLEVELAND, OH	25,000
USO OF NORTHERN OHIO	971
VOCATIONAL GUIDANCE SERVICES, CLEVELAND, OH	3,000
VOCATIONAL GUIDANCE SERVICES, CLEVELAND, OH	4,000
WEST SIDE CATHOLIC CENTER, CLEVELAND, OH	1,500
WOMANKIND, INC , CLEVELAND, OH	2,000
YMCA OF GREATER CLEVELAND	5,000
YOUTH CHALLENGE, CLEVELAND, OH	3,000
<b>TOTAL, SHERWIN-WILLIAMS FOUNDATION HEALTH AND HUMAN SERVICES</b>	<b><u>215,343</u></b>

**TOTAL, CHARITABLE CONTRIBUTIONS MADE BY THE  
SHERWIN-WILLIAMS FOUNDATION**

**802,326**