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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2012Open to Public
Inspection**A** For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MANDEL SUPPORTING FOUNDATIONS - JACK N. & LILYAN MANDEL FUND		D Employer identification number 34-1350566
	Doing Business As		E Telephone number (216) 593-2900
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	25701 SCIENCE PARK DRIVE		G Gross receipts \$ 87,735,963.
	City, town, or post office, state, and ZIP code CLEVELAND, OH 44122		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: BARRY REIS 25701 SCIENCE PARK DR., CLEVELAND, OH 44122			
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ NONE			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1981 M State of legal domicile: OH

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: MANDEL SUPPORTING FOUNDATIONS - JACK N. & LILYAN MANDEL FUND IS A SUPPORTING FOUNDATION OF THE			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)		
	4	Number of independent voting members of the governing body (Part VI, line 1b)		
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)		
	6	Total number of volunteers (estimate if necessary)		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12		
7b	Net unrelated business taxable income from Form 990-T, line 34			
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2d)	17,492,188.	15,145,150.
	10	Investment income (Part VIII, column (A), lines 3a, 4, and 5)	0.	0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	52,872,345.	60,679,196.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<5,001,378.>	<3,811,297.>
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	65,363,155.	72,013,049.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	8,882,159.	29,159,569.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0.	0.
Expenses	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	705,481.	1,573,591.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	9,587,640.	30,733,160.
	19	Revenue less expenses. Subtract line 18 from line 12	55,775,515.	41,279,889.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	586,839,219.	655,398,970.
	22	Net assets or fund balances. Subtract line 21 from line 20	12,524,160.	27,092,357.
			574,315,059.	628,306,613.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer: BARRY REIS, ASSISTANT TREASURER		Date: 5/5/14
	Type or print name and title		
Paid	Print/Type preparer's name PATRICIA B. RUBIN	Preparer's signature Patricia B. Rubin, CPA	Date 5/14/14
	Firm's name SS&G, INC.	Firm's EIN 34-1945695	Check if self-employed <input type="checkbox"/> PTIN P00041477
Preparer Use Only	Firm's address 32125 SOLON ROAD SOLON, OH 44139-2284	Phone no. (440) 248-8787	

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☒ No

232001 12-10-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

EXTENSION ATTACHED

SCANNED JUN 16 2014

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ **X**

1 Briefly describe the organization's mission:

MANDEL SUPPORTING FOUNDATIONS - JACK N. & LILYAN MANDEL FUND IS A
SUPPORTING FOUNDATION OF THE JEWISH FEDERATION OF CLEVELAND AND AS
SUCH, IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE,
EDUCATIONAL OR RELIGIOUS PURPOSES BY CONDUCTING OR SUPPORTING

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ **X** No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ **X** No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 29,159,569. including grants of \$ 29,159,569.) (Revenue \$)
GRANTS TO ORGANIZATIONS MADE TO FURTHER CHARITABLE, EDUCATIONAL &
RELIGIOUS PURPOSES OF THE JEWISH FEDERATION OF CLEVELAND (FEDERATION)

4b (Code) (Expenses \$ 6,486. including grants of \$) (Revenue \$)
GRANT PROGRAM DESIGN AND EXECUTION

4c (Code) (Expenses \$ 8,333. including grants of \$) (Revenue \$)
LOBBYING EXPENSE

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 29,174,388.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 0		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

- 1a** Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.
- 1b** Enter the number of voting members included in line 1a, above, who are independent
- 2** Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
- 3** Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?
- 4** Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5** Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6** Did the organization have members or stockholders?
- 7a** Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?
- b** Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8** Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a** The governing body?
- b** Each committee with authority to act on behalf of the governing body?
- 9** Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

	Yes	No
1a	8	
1b	7	
2	X	
3		X
4		X
5		X
6	X	
7a	X	
7b	X	
8a	X	
8b	X	
9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

- 10a** Did the organization have local chapters, branches, or affiliates?
- b** If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?
- 11a** Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
- b** Describe in Schedule O the process, if any, used by the organization to review this Form 990.
- 12a** Did the organization have a written conflict of interest policy? If "No," go to line 13
- b** Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
- c** Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
- 13** Did the organization have a written whistleblower policy?
- 14** Did the organization have a written document retention and destruction policy?
- 15** Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
- a** The organization's CEO, Executive Director, or top management official
- b** Other officers or key employees of the organization
- If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).
- 16a** Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
- b** If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		X
10b		
11a		X
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a		X
15b		X
16a	X	
16b		X

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **OH**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **BARRY REIS - 216-593-2900**

25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122

Check if Schedule O contains a response to any question in this Part VII

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 15,145,150.					
	g Noncash contributions included in lines 1a-1f \$	15,145,150.					
	h Total. Add lines 1a-1f		15,145,150.				
Program Service Revenue	Business Code						
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		14,936,088.			14,936,088.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		15,907,812.	45,558,210.				
		b Less: cost or other basis and sales expenses					
		15,722,914.	0.				
	c Gain or (loss)	184,898.	45,558,210.				
	d Net gain or (loss)		45,743,108.		455,986.	45,287,122.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a OTHER PARTNERSHIP INCO	900099	<3,811,297.>		220,375.	<4,031,672.>		
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		<3,811,297.>					
12 Total revenue. See instructions.		72,013,049.	0.	676,361.	56,191,538.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	24,242,569.	24,242,569.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	4,917,000.	4,917,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	6,497.		6,497.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,550,096.		1,550,096.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	6,486.	6,486.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a LOBBYING EXPENSE	8,333.	8,333.		
b MISC.	2,678.		2,678.	
c CUSTODIAL FEES	1,531.		1,531.	
d TAX REFUNDS/FILING FEES	<2,030.>		<2,030.>	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	30,733,160.	29,174,388.	1,558,772.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	4,706,284.	2	8,948,194.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	174,313.	4	77,586.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities	21,676,862.	11	21,413,155.
	12 Investments - other securities. See Part IV, line 11	560,281,760.	12	624,960,035.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	586,839,219.	16	655,398,970.	
Liabilities	17 Accounts payable and accrued expenses	370,018.	17	409,636.
	18 Grants payable	12,154,142.	18	26,682,721.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	12,524,160.	26	27,092,357.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	574,315,059.	27	628,306,613.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	574,315,059.	33	628,306,613.
34 Total liabilities and net assets/fund balances	586,839,219.	34	655,398,970.	

Form 990 (2012)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	72,013,049.
2	Total expenses (must equal Part IX, column (A), line 25)	2	30,733,160.
3	Revenue less expenses Subtract line 2 from line 1	3	41,279,889.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	574,315,059.
5	Net unrealized gains (losses) on investments	5	18,035,633.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<5,323,968.>
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	628,306,613.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization **MANDEL SUPPORTING FOUNDATIONS - JACK N. & LILYAN MANDEL FUND** Employer identification number **34-1350566**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
JEWISH FEDERATION OF CLEVELAND	34-0714445	7	X						29,174,388.
Total	1								29,174,388.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART I, LINE H(VII)

AMOUNT OF SUPPORT TO SUPPORTED ORGANIZATION:

THESE EXPENSES ALL SUPPORT THE CHARITABLE, EDUCATIONAL AND RELIGIOUS

PURPOSES OF THE JEWISH FEDERATION OF CLEVELAND (FEDERATION). OF THE

AMOUNT REPORTED, \$361,583 WENT DIRECTLY TO THE FEDERATION.

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2012

**Open to Public
Inspection**

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization **MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND**

Employer identification number
34-1350566

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
☐ Yes ☐ No
- 4a Was a correction made?
☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2012

LHA

232041
01-07-13

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			

☐ Yes ☐ No
4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		8,333.
j Total. Add lines 1c through 1i			8,333.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

CONTRIBUTIONS TO CITIZENS FOR OUR CHILDREN'S FUTURE - SCHOOL LEVY

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND**

Employer identification number
34-1350566

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the
organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

- | | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |
- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ☐ %
- b Permanent endowment ☐ %
- c Temporarily restricted endowment ☐ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations
- (ii) related organizations
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- | | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ☐ 0.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MAF INVESTMENTS LTD	67,911,519.	END-OF-YEAR MARKET VALUE
(B) COLONY INVESTORS IV, LP	329,600.	END-OF-YEAR MARKET VALUE
(C) FRANCISCO PARTNERS	1,551,422.	END-OF-YEAR MARKET VALUE
(D) GREENHILL CAPITAL PARTNERS (CAYMAN),		
(E) LP	122,005.	END-OF-YEAR MARKET VALUE
(F) LANDMARK PARTNERS IX	535,017.	END-OF-YEAR MARKET VALUE
(G) FMVP II, L.P.	35,415.	END-OF-YEAR MARKET VALUE
(H) SPIRE CAPITAL PARTNERS, LP	392,985.	END-OF-YEAR MARKET VALUE
(I) TPG PARTNERS III, LP	404,544.	END-OF-YEAR MARKET VALUE
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12) ▶	624,960,035.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

INCOME TAXES - THE FOUNDATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER

SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, EXCEPT ON INCOME DERIVED

FROM UNRELATED BUSINESS ACTIVITIES. THE FOUNDATION FOLLOWS THE

AUTHORITATIVE GUIDANCE ON ACCOUNTING FOR AND DISCLOSURE OF UNCERTAINTY IN

INCOME TAXES WHICH PRESCRIBES THE MINIMUM RECOGNITION THRESHOLD A TAX

POSITION MUST MEET IN CONNECTION WITH ACCOUNTING FOR UNCERTAINTIES IN

INCOME TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN BY AN ENTITY BEFORE

BEING MEASURED AND RECOGNIZED IN THE FINANCIAL STATEMENTS. NO INCOME TAX

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

LIABILITY FOR UNCERTAIN TAX POSITIONS OR PROVISION FOR INCOME TAX HAS BEEN

RECOGNIZED IN THE COMBINED ACCOMPANYING FINANCIAL STATEMENTS. THE

EARLIEST YEAR THAT THE FOUNDATION IS SUBJECT TO EXAMINATION BY THE IRS IS

THE FISCAL YEAR ENDED JUNE 30, 2010. THE FOUNDATION EXPENSES INTEREST AND

PENALTIES AS INCURRED.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

SCHEDULE F
(Form 990)Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND

Employer identification number

34-1350566

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes"
to Form 990, Part IV, line 14b**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance,
the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the
United States**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
MIDDLE EAST AND NORTH AFRICA	0	0	GRANTMAKING		4,917,000.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		2,047,584.
MIDDLE EAST AND NORTH AFRICA	0	0	PROGRAM SERVICES	OVERSIGHT OF GRANT RECIPIENTS	6,123.
3 a Sub-total	0	0			6,970,707.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			6,970,707.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

Schedule F (Form 990) 2012

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		MIDDLE EAST AND NORTH AFRICA	OPERATING SUPPORT	464,157.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	OPERATING SUPPORT	1,154,505.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	OPERATING SUPPORT	2,230,572.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	OPERATING SUPPORT	225,368.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	OPERATING SUPPORT	833,334.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	RENOVATIONS	9,064.	WIRE TRANSFER	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

6
0

3 Enter total number of other organizations or entities

Schedule F (Form 990) 2012

Part III

[illegible]

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☒ Yes ☐ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* ☒ Yes ☐ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☒ Yes ☐ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ☒ Yes ☐ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* ☐ Yes ☒ No

Schedule F (Form 990) 2012

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: ALL GRANTEES ARE REQUIRED TO SIGN AND SUBMIT

GRANT BUDGETS THAT STIPULATE THE TERMS AND CONDITIONS OF THE GRANT

INCLUDING HOW THE DOLLARS ARE TO BE SPENT AND OVER WHAT PERIOD OF TIME.

THE ORGANIZATION REQUIRES MONTHLY BUDGET TO ACTUAL REPORTS AND ANNUAL

AUDITED FINANCIAL STATEMENTS FOR MAJOR GRANTS. THESE GRANTEES SUBMIT

MONTHLY PROGRAMMATIC UPDATES. PERIODIC SITE VISITS ARE GENERALLY

CONDUCTED BY CERTAIN TRUSTEES TO MONITOR THE PROGRESS OF FUNDED PROGRAMS.

AMOUNTS FOR FOREIGN GRANTS ARE PRESENTED ON THE ACCRUAL BASIS WHICH IS

CONSISTENT WITH THE TREATMENT USED FOR THE FINANCIAL STATEMENTS.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND**

Employer identification number
34-1350566

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any

recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY, INC. - NATIONAL HEADQUARTERS, ONE BATTERY PARK PLAZA, 25TH FLOOR - NEW YORK, NY 13-1568923	13-1568923	501 (C) (3)	4,710,035.	0.			MANDEL SCHOOL FOR ADVANCED STUDIES IN THE HUMANITIES: CONSTRUCTION OF NEW BUILDING
AMERICAN FRIENDS OF THE ISRAEL MUSEUM - 500 FIFTH AVENUE, SUITE 2540 - NEW YORK, NY 10110	23-7182582	501 (C) (3)	33,333.	0.			OPERATING SUPPORT
BEVERLY FARM FOUNDATION 6301 HUMBERT RD. GODFREY, IL 62035	37-0765971	501 (C) (3)	33,334.	0.			SHELDON MANDEL PLACE
CASE WESTERN RESERVE UNIVERSITY OFFICE OF DEVELOPMENT 10900 EUCLID AVENUE, ADELBERT 124 - CLEVELAND, OH 4410	34-1018992	501 (C) (3)	2,666,667.	0.			MANDEL SCHOOL OF APPLIED SOCIAL SCIENCES, JACK, JOSEPH & MORTON MANDEL DEAN CHAIR, JACK, JOSEPH
CLEVELAND CLINIC FOUNDATION P.O. BOX 931517 CLEVELAND, OH 44193	34-0714585	501 (C) (3)	50,000.	0.			2012 SCOTT HAMILTON CARES INITIATIVE
CLEVELAND MUSEUM OF ART 11150 EAST BOULEVARD CLEVELAND, OH 44106	34-0714336	501 (C) (3)	833,334.	0.			THE JACK, JOSEPH, AND MORTON MANDEL ARMOR COURT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

16.
0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2012)

Schedule I (Form 990) Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CUYAHOGA COMMUNITY COLLEGE FOUNDATION - 700 CARNEGIE AVENUE - CLEVELAND, OH 44115	23-7320719	501 (C) (3)	33,334.	0.			MANDEL LEADERSHIP DEVELOPMENT PROGRAM
FRIENDS OF BEZALEL ACADEMY OF ARTS AND DESIGNS INC - 370 LEXINGTON AVE, SUITE 1612 - NEW YORK, NY 10017	13-2952614	501 (C) (3)	8,366,666.	0.			END OF YEAR EXHIBITION AND JACK, JOSEPH AND MORTON MANDEL BUILDING AND CAMPUS
HEBREW UNION COLLEGE - JEWISH INSTITUTE OF RELIGION - 3101 CLIFTON AVE. - CINCINNATI, OH 45220	31-0537067	501 (C) (3)	1,312,803.	0.			JACK, JOSEPH & MORTON MANDEL PROVOST FUND, MANDEL FELLOWS
JEWISH COMMUNITY CENTERS ASSOCIATION OF NORTH AMERICA - 520 EIGHTH AVENUE, 4TH FLOOR - NEW YORK, NY 10018	13-5599486	501 (C) (3)	299,999.	0.			RABBI/EDUCATOR LEADERSHIP
JEWISH FEDERATION OF CLEVELAND 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	34-0714445	501 (C) (3)	361,583.	0.			MANDEL CENTER FOR JEWISH EDUCATION, MANDEL CENTER FOR EXCELLENCE IN LEADERSHIP AND MANAGEMENT
MANDEL JEWISH COMMUNITY CENTER OF CLEVELAND - 26001 SOUTH WOODLAND ROAD - BEACHWOOD, OH 44122	34-0714439	501 (C) (3)	24,815.	0.			CAMPAIGN FOR JEWISH NEEDS
MIDTOWN CLEVELAND 3634 EUCLID AVENUE, SUITE 215 CLEVELAND, OH 44115	34-1381334	501 (C) (3)	100,000.	0.			ISRAEL STAFF SEMINAR
THE TEMPLE-TIFERETH ISRAEL 26000 SHAKER BOULEVARD BEACHWOOD, OH 44122	34-0714713	501 (C) (3)	5,333,333.	0.			JACK, JOSEPH & MORTON MANDEL BUSINESS CENTER
THE SHALOM HARTMAN INSTITUTE OF NORTH AMERICA - ONE PENNSYLVANIA PLAZA, SUITE 1606 - NEW YORK, NY 10119	13-3014387	501 (C) (3)	50,000.	0.			CAPITAL & ENDOWMENT CAMPAIGN
							ANNUAL SUPPORT

Schedule I (Form 990)

Part II

[illegible]

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: CASE WESTERN RESERVE UNIVERSITY

(H) PURPOSE OF GRANT OR ASSISTANCE. MANDEL SCHOOL OF APPLIED SOCIAL

SCIENCES, JACK, JOSEPH & MORTON MANDEL DEAN CHAIR, JACK, JOSEPH & MORTON

MANDEL CAPITAL CAMPAIGN

NAME OF ORGANIZATION OR GOVERNMENT:

HEBREW UNION COLLEGE - JEWISH INSTITUTE OF RELIGION

(H) PURPOSE OF GRANT OR ASSISTANCE: JACK, JOSEPH & MORTON MANDEL PROVOST

Part IV Supplemental Information

FUND, MANDEL FELLOWS RABBI/EDUCATOR LEADERSHIP PROGRAM

SCHEDULE I, PART II:

THE FOUNDATION REPORTS GRANTS ON SCHEDULE I TO VARIOUS 501(C)(3) U.S.

ORGANIZATIONS CONDUCTING CHARITABLE ACTIVITIES IN ISRAEL. SOME OF THE

GRANTS INCLUDE RECOMMENDATIONS THAT SUCH GRANTS BE USED TO SUPPORT

CERTAIN FOREIGN CHARITABLE ORGANIZATIONS OR THEIR PROJECTS. SUCH

RECOMMENDATIONS ARE ADVISORY ONLY AND SUCH U.S. ORGANIZATIONS MAKE THE

FUNDING DECISIONS. THESE ORGANIZATIONS FILE SEPARATE FORM 990S AND MAY

INCLUDE DETAILED SCHEDULE F INFORMATION.

SCHEDULE I, PART I, LINE 2: GRANTEES ARE GENERALLY REQUIRED TO SIGN AND

RETURN A GRANT AWARD LETTER THAT STIPULATES THE TERMS AND CONDITIONS OF

THE GRANT INCLUDING HOW THE DOLLARS ARE TO BE SPENT, OVER WHAT PERIOD

OF TIME AND REPORTING REQUIREMENTS. THE ORGANIZATION REQUESTS WRITTEN

REPORTS FROM GRANTEES WITHIN 45 DAYS AFTER THE END OF THE GRANT PERIOD.

IN SELECTED CASES, SITE VISITS ARE CONDUCTED TO MONITOR THE PROGRESS OF

FUNDED PROGRAMS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND** Employer identification number
34-1350566

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to
establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing
organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part II	Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed
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For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii).

Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

[illegible]

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4B. STEPHEN H HOFFMAN HAD WAGES FROM THE SUPPORTED

ORGANIZATION, NONE OF WHICH WERE PAID BY THIS ORGANIZATION, WHICH WERE

INCLUDED IN W-2 WAGES FROM A RELATED ORGANIZATION IN SCHEDULE J PART II,

COLUMN B(III) OTHER REPORTABLE COMPENSATION. INCLUDED IN THE \$205,152 OF

OTHER REPORTABLE COMPENSATION IS \$191,686 RELATED TO A CONTRIBUTION TO A

NON-QUALIFIED, VESTED SUPPLEMENTAL RETIREMENT PLAN. THIS WAS NOT PAID BY

THE REPORTING ORGANIZATION.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

► Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

**Open To Public
Inspection**

Name of the organization **MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND**

Employer identification number
34-1350566

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

► \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No

Total ► \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2012

Part IV	Business Transactions Involving Interested Persons.
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Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

[illegible]

Part V	Supplemental Information
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Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: PARKWOOD TRUST COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

THE ORGANIZATION AND ITS RELATED ORGANIZATIONS INDIRECTLY OWN 65% OF ENTITY

(D) DESCRIPTION OF TRANSACTION: FINANCIAL, TRUST AND INVESTMENT SERVICES

**SCHEDULE M
(Form 990)****Noncash Contributions**

OMB No 1545-0047

2012**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND**Employer identification number
34-1350566**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	17	15,145,150.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement**29**

0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II

	Yes	No
30a		X
31		X
32a		X
33		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: SCHEDULE M, LINE 31: THE FOUNDATION FOLLOWS THE

PRINCIPLES OF THE GIFT ACCEPTANCE POLICY OF THE FEDERATION, THE

SUPPORTED ORGANIZATION, FOR NON-STANDARD CONTRIBUTIONS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND

Employer identification number
34-1350566

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

JEWISH FEDERATION OF CLEVELAND AND AS SUCH, IS ORGANIZED AND OPERATED

EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL OR RELIGIOUS PURPOSES BY

CONDUCTING OR SUPPORTING ACTIVITIES FOR THE BENEFIT OF, OR TO CARRY OUT

THE PURPOSES OF, THE FEDERATION. IT WAS ESTABLISHED TO MEET IDENTIFIED

NEEDS OF THE JEWISH AND GENERAL COMMUNITIES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ACTIVITIES FOR THE BENEFIT OF, OR TO CARRY OUT THE PURPOSES OF, THE

FEDERATION. IT WAS ESTABLISHED TO MEET IDENTIFIED NEEDS OF THE JEWISH

AND GENERAL COMMUNITIES.

FORM 990, PART VI, SECTION A, LINE 2: THE FOLLOWING TRUSTEES/OFFICERS

HAVE A FAMILY RELATIONSHIP:

1. MORTON L. MANDEL AND BARBARA A. MANDEL

THE FOLLOWING TRUSTEES/OFFICERS HAVE A BUSINESS RELATIONSHIP:

1. MORTON L. MANDEL AND STEPHEN H. HOFFMAN

STEPHEN H. HOFFMAN, BARRY REIS, AND HEDY MILGROM HAVE A BUSINESS

RELATIONSHIP. THEY ARE OFFICERS OR EMPLOYEES OF THE FEDERATION, THE

SUPPORTED ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 6: TWO CLASSES OF VOTING

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND

Employer identification number
34-1350566

MEMBERS (A) THE FEDERATION MEMBER WHICH HAS A MAJORITY OF THE MEMBER VOTING

POWER AND IS THE JEWISH FEDERATION OF CLEVELAND (FEDERATION), THE SUPPORTED

ORGANIZATION (HEREAFTER "SUPPORTED ORGANIZATION"), AND (B) DONOR MEMBER(S) -

INDIVIDUALS WHO HAVE IN THE AGGREGATE A MINORITY OF THE MEMBER VOTING

POWER.

FORM 990, PART VI, SECTION A, LINE 7A: THE FEDERATION MEMBER ELECTS A

MAJORITY OF THE BOARD OF TRUSTEES; THE DONOR MEMBER(S) ELECT A MINORITY OF

THE BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION A, LINE 7B: UNDER STATE LAW, MEMBERS MUST

APPROVE ANY DISSOLUTION ACTION ADOPTED BY THE BOARD AND ANY BOARD APPROVED

SALE OR OTHER DISPOSITION OF SUBSTANTIALLY ALL OF THE FOUNDATION'S ASSETS

AS WELL AS MERGER OR CONSOLIDATION.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS EMAILED TO EACH

OFFICER/TRUSTEE FOR REVIEW BEFORE FILING. FORM 990 IS PREPARED BY THE

SUPPORTED ORGANIZATION'S STAFF AND THEN, BEFORE FILING, IS REVIEWED BY THE

FOUNDATION'S OUTSIDE AUDITORS AND BY THE FOUNDATION'S ASSISTANT TREASURER

(WHO ALSO IS THE SUPPORTED ORGANIZATION'S CFO). THE CIRCULATED COPY DOES

NOT INCLUDE SCHEDULE B CONTRIBUTORS, IF ANY, OR COMPENSATION PAID BY THE

RELATED ORGANIZATION. THIS INFORMATION IS MADE AVAILABLE UPON REQUEST.

FORM 990, PART VI, SECTION B, LINE 12C: EVERY TRUSTEE, OFFICER, COMMITTEE

MEMBER AND EMPLOYEE IN A POSITION TO INFLUENCE, PROVIDE NON-PUBLIC

INFORMATION OR VOTE ON FOUNDATION POLICIES OR EXPENDITURES, (A KEY

INDIVIDUAL) IS REQUIRED TO SIGN A STATEMENT ACKNOWLEDGING AND AGREEING TO

THE TERMS OF THE CONFLICT OF INTEREST POLICY PRIOR TO EMPLOYMENT OR SERVING

Name of the organization MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND

Employer identification number
34-1350566

ON THE FOUNDATION BOARD OR KEY COMMITTEE. IN ADDITION, ANY NEW KEY

INDIVIDUAL IS PROVIDED A COPY OF THE POLICY UPON COMMENCEMENT OF HIS OR HER

POSITION AS A KEY INDIVIDUAL AND IS REQUIRED TO SIGN AND DELIVER TO THE

FOUNDATION A STATEMENT ACKNOWLEDGING AND AGREEING TO THE TERMS OF THE

POLICY. THE FEDERATION (SUPPORTED ORGANIZATION) ENDOWMENT DEPARTMENT

PERSONNEL ARE RESPONSIBLE FOR MAINTAINING COPIES OF SIGNED STATEMENTS AND

FOLLOWING UP TO ENSURE THAT A STATEMENT IS OBTAINED FROM EACH KEY

INDIVIDUAL. THE ASSISTANT TREASURER OF THE FOUNDATION (WHO IS ALSO CFO OF

THE SUPPORTED ORGANIZATION) IS RESPONSIBLE FOR MONITORING CONFLICT

SITUATIONS, IF ANY.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, CONFLICT OF

INTEREST POLICY AND FINANCIAL STATEMENTS ARE NOT MADE AVAILABLE TO THE

PUBLIC.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

PARTNERSHIP INCOME NOT RECORDED ON BOOKS -10,097,980.

CANCELLATION/RETURN OF GRANT FROM PRIOR YEAR 4,774,012.

TOTAL TO FORM 990, PART XI, LINE 9 -5,323,968.

FORM 990, PART VI, LINE 16B

PROCEDURE REGARDING JOINT VENTURES

THE ORGANIZATION'S INVESTMENT COMMITTEE APPROVES ALL NEW INVESTMENTS

AND EVALUATES THESE INVESTMENTS ON AN ONGOING BASIS. DOCUMENTS RELATED

TO THESE INVESTMENTS GO THROUGH A LEGAL REVIEW AND A REVIEW BY THE

SUPPORTED ORGANIZATION'S STAFF. ATTENTION IS GIVEN TO THE

ORGANIZATION'S EXEMPT STATUS IN THAT REVIEW PROCESS. THERE IS NO

ACTIVE PARTICIPATION IN THE OPERATIONS OF THESE INVESTMENTS AS THEY ARE

232212
01-04-13

Name of the organization MANDEL SUPPORTING FOUNDATIONS - JACK N.
& LILYAN MANDEL FUND

Employer identification number
34-1350566

HELD FOR INVESTMENT PURPOSES ONLY.

FORM 990, PART VI, SECTION B, LINE 15A & 15B

NO COMPENSATION IS PAID BY THE ORGANIZATION. THE COMPENSATION PAID ON

SCHEDULE J WAS PAID BY THE FEDERATION FOR SERVICES RENDERED TO THE

FEDERATION BY FULL TIME FEDERATION EMPLOYEES.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. ▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012
Open to Public Inspection

Name of the organization

MANDEL SUPPORTING FOUNDATIONS - JACK N.

Employer identification number
34-1350566

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33)

[illegible]

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	Section 512(b)(13) controlled entity?	
						Yes	No
JEWISH FEDERATION OF CLEVELAND - 34-0714445	GRANTS & ALLOCATIONS FOR						
25701 SCIENCE PARK DRIVE	CHARITABLE, EDUCATIONAL						
CLEVELAND, OH 44122-7302	AND RELIGIOUS PURPOSES	OHIO	501(C)(3)	7	N/A		X
RADLER FAMILY FOUNDATION - 34-1858749	SUPPORT CHARITABLE,						
25701 SCIENCE PARK DRIVE	EDUCATIONAL AND RELIGIOUS				JEWISH FEDERATION		
CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	OF CLEVELAND		X
MILDRED & MARTIN BECKER FAMILY FOUNDATION -	SUPPORT CHARITABLE,						
34-1711965, 25701 SCIENCE PARK DRIVE,	EDUCATIONAL AND RELIGIOUS				JEWISH FEDERATION		
CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	OF CLEVELAND		X
THE SEMI J. AND RUTH W. BEGUN FOUNDATION -	SUPPORT CHARITABLE,						
34-1594565, 25701 SCIENCE PARK DRIVE,	EDUCATIONAL AND RELIGIOUS				JEWISH FEDERATION		
CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	OF CLEVELAND		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
BLUMENTHAL FAMILY FOUNDATION - 34-1832963 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
CHELM FAMILY FOUNDATION - 30-0226826 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
CLEVELAND HEBREW SCHOOLS EDUCATIONAL FOUNDATION - 34-0714599, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ELLEN E. & VICTOR J. COHN SUPPORTING FOUNDATION - 31-1606939, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
COMMISSION ON CEMETERY PRESERVATION - 34-1771506, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
FEDERATION HOLDINGS, INC. - 23-7133908 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	HOLDS LEGAL TITLE TO DONATED REAL ESTATE	OHIO	501(c)(2)	N/A	JEWISH FEDERATION OF CLEVELAND		X
RINA & SAMUEL M. FRANKEL FAMILY FOUNDATION - 31-1502121, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
PEGGY AND JOHN GARSON FAMILY FOUNDATION - 34-1916905, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
NATHAN L. & REGINA HERMAN CHARITABLE FUND - 34-1344368, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ROBERT AND SUSAN R. HURWITZ FAMILY FOUNDATION - 34-1916908, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
THE IMMERMEN FOUNDATION - 34-1533181 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
JEWISH COMMUNITY HOUSING INC. - 34-1276120 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(c)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
LADER FAMILY FOUNDATION - 31-1566160	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION						
THE MT. SINAI HEALTH CARE FOUNDATION - 34-1777878, 11000 EUCLID AVE, CLEVELAND, OH 44106	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MADAV IX FOUNDATION - 34-1638258	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS						
25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MADAV XVII FOUNDATION - 34-1827879	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS						
25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MADAV XVIII FOUNDATION - 34-1827878	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS						
25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MALTZ FAMILY FOUNDATION - 31-1566163	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS						
25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MANDEL SPRTING FDTNS-JOSEPH C. AND FLORENCE MANDEL FUND - 34-1350568, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS						
MANDEL SPRTING FDTNS-MORTON L. AND BARBARA MANDEL FUND - 34-1350570, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MILLER GOOD FAMILY CHARITABLE FOUNDATION - 34-1832965, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ALEX & ANNE MILLER FAMILY CHARITABLE FUND - 31-1204735, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ALLEN & RUTH MILLER FAMILY FOUNDATION - 31-1502113, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MEISEL FAMILY FOUNDATION - 31-1583883	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS						
25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
DAVID & RUTH MOSKOWITZ FAMILY CHARITABLE FOUNDATION - 34-1806783, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
DAVID AND INEZ MYERS FOUNDATION - 34-6560945 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
EILEEN AND MYRON NICKMAN FAMILY SUPPORTING FOUNDATION - 34-1916911, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
PHYLLIS & DEBRA ANN NOVEMBER CHILDREN'S FUND - 31-1566156, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
OSTARA - 31-1606934 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
THE HARRY RATNER HUMAN SERVICES FUND - 34-1360076, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
THE RIMON XLI FOUNDATION - 34-1916913 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
FGI FOUNDATION - 34-1916912 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ROBERT S. & SYLVIA K. REITMAN FAMILY FOUNDATION - 31-1502117, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
NATHAN & FANNYE SHAFRAN FOUNDATION - 34-1458950, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
LAWRENCE C. SHERMAN FAMILY FOUNDATION - 34-1806781, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
MICHAEL & ANITA SIEGAL FAMILY FOUNDATION - 34-1832962, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
LAURA & ALVIN SIEGAL CLG JUD STUDIES ED FDTN - 34-0946903, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	PROMOTION OF HIGH QUALITY LIFE-LONG JEWISH LEARNING OPPORTUNITIES	OHIO	501(C)(3)	7	JEWISH FEDERATION OF CLEVELAND		X
NORMA AND ERNIE SIEGLER FAMILY FOUNDATION - 34-1546349, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
SIMON FAMILY FOUNDATION - 34-1808584 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
NAOMI G. & EDWIN Z. SINGER FAMILY FUND - 34-1638257, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
DAVID AND ROBERT STEIN FOUNDATION - 34-1466318, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
IRVING I. STONE SUPPORT FOUNDATION - 34-1476465, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
NINA & NORMAN WAIN FAMILY FOUNDATION - 31-1502119, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
WOLF FAMILY FOUNDATION - 34-1638259 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
BENNETT & DONNA YANOWITZ FAMILY FOUNDATION - 34-1562999, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ZILBER FAMILY FOUNDATION - 34-1711966 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
DAN AND ELLEN ZELMAN FAMILY FOUNDATION - 38-3876650, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X
ROBERT AND EILEEN SILL FAMILY FOUNDATION - 46-4104662, 25701 SCIENCE PARK DRIVE, CLEVELAND, OH 44122-7302	SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS PURPOSES OF FEDERATION	OHIO	501(C)(3)	11A TYPE 1	JEWISH FEDERATION OF CLEVELAND		X

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
SIMON CHARITABLE PUBLIC LLC -											
20-3948339, 25701 SCIENCE											
PARK DRIVE, CLEVELAND, OH											
44122	INVESTMENTS	DE	N/A	(D) REVENUE EXCLUDED	32,558,441.	334,092,268.		X	40,104.	X	45.93%
MSF PRIVATE EQUITY FUND LLC -											
20-5060858, 25701 SCIENCE											
PARK DRIVE, CLEVELAND, OH				(D) REVENUE EXCLUDED	7,526,441.	121,928,304.		X	<447,506.>	X	54.00%
44122	INVESTMENTS	DE	N/A								
MSF REAL ESTATE FUND LLC -											
20-5060891, 25701 SCIENCE											
PARK DRIVE, CLEVELAND, OH				(D) REVENUE EXCLUDED	3,759,260.	66,776,325.		X	403,243.	X	44.00%
44122	INVESTMENTS	DE	N/A								
MAF INVESTMENTS LTD -											
34-1796304, 25701 SCIENCE											
PARK DRIVE, CLEVELAND, OH				(D) REVENUE EXCLUDED	13,816,221.	67,911,519.		X	687,415.	X	33.33%
44122	INVESTMENTS	OH	N/A								

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

[illegible]

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

[illegible]

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) MSF PRIVATE EQUITY FUND LLC	B	8,154,000.	
(2) MAF INVESTMENTS LTD	S	20,400,000.	
(3) SIMON CHARITABLE PUBLIC LLC	B	24,171,150.	
(4) SIMON CHARITABLE PUBLIC LLC	S	6,441,000.	
(5) MSF REAL ESTATE FUND LLC	B	572,000.	
(6) MSF REAL ESTATE FUND LLC	S	2,244,000.	

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a)	(b)	(c)	(d)
Name of other organization	Transaction type (a-r)	Amount involved	Method of determining amount involved
(7) PARKWOOD TRUST COMPANY	M	1,550,096.	
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

[illegible]

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

SCHEDULE R, PART V, QUESTION 2

(1) - (6) ADDITIONAL CASH INVESTMENTS IN OR DISTRIBUTIONS FROM LIMITED

LIABILITY INVESTMENT VEHICLES

(7) PAYMENT OF FEES FOR INVESTMENT MANAGEMENT CONSULTING

SCHEDULE R, PART III, COLUMN D

THE ORGANIZATION IS UNDER COMMON CONTROL WITH MANDEL SUPPORTING

FOUNDATIONS - JOSEPH C. & FLORENCE MANDEL FUND AND MANDEL SUPPORTING

FOUNDATIONS - MORTON L. & BARBARA MANDEL FUND WHICH COLLECTIVELY OWN

100% OF THE ORGANIZATIONS LISTED IN PART III, EXCEPT FOR PARKWOOD LLC

WHICH IS 65% OWNED.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or
	MANDEL SUPPORTING FOUNDATIONS - JACK N. & LILYAN MANDEL FUND		34-1350566
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)
	25701 SCIENCE PARK DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	CLEVELAND		OH 44122-7302

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► BARRY REIS - 25701 SCIENCE PARK DRIVE - CLEVELAND, OH 44122-7302

Telephone No. ► (216) 593-2900

FAX No. ► (216) 593-2901

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year or

► ☒ tax year beginning 7/1/2012, and ending 6/30/2013

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

HTA

7012 3460 0000 8040 6221

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	MANDEL SUPPORTING FOUNDATIONS - JACK N. & LILYAN MANDEL FUND	34-1350566	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	25701 SCIENCE PARK DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	CLEVELAND, OH 44122		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BARRY REIS

- The books are in the care of ☒ 25701 SCIENCE PARK DRIVE - CLEVELAND, OH 44122
Telephone No. ☒ 216-593-2900 FAX No. ☒ 216-593-2901
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until MAY 15, 2014.
- 5 For calendar year 2013, or other tax year beginning JUL 1, 2012, and ending JUN 30, 2013.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension THE INFORMATION REQUIRED FOR A COMPLETE FILING IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒Title ☒ ASSISTANT TREASURERDate ☒

Form 8868 (Rev. 1-2013)

7012 3050 0001 6023 6554