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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 10/01/12, and ending 09/30/13

Name of foundation

The Bay Foundation

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

23520 Lake Road

City or town, state, and ZIP code

Bay Village OH 44140

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ 404,176J Accounting method Cash Accrual
 Other (specify)

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

A Employer identification number

34-1853153

B Telephone number (see instructions)

C	If exemption application is pending, check here	► <input type="checkbox"/>
D	1 Foreign organizations, check here	► <input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation	► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here	► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	► <input type="checkbox"/>

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	24,997			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities	8,398	8,398		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,474			
	b Gross sales price for all assets on line 6a	7,500			
	7 Capital gain net income (from Part IV, line 2)		4,474		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	909	909		
	12 Total. Add lines 1 through 11	38,779	13,782	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,895	1,895		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	100	100		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.)				
	24 Total operating and administrative expenses.	1,995	1,995	0	0
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	17,465			17,465
	26 Total expenses and disbursements. Add lines 24 and 25	19,460	1,995	0	17,465
	27 Subtract line 26 from line 12.	19,319			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		11,787		
	c Adjusted net income (if negative, enter -0-)			0	

NOV 22 2013
SCANNED
Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
			10,924	1,603	1,603
Assets	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less. allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (att schedule) ►		0		
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)	See Stmt 4			
	b Investments – corporate stock (attach schedule)		304,580	333,423	402,573
	c Investments – corporate bonds (attach schedule)				
Liabilities	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ►)		
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I))	315,504	335,026
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)	0	0
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input checked="" type="checkbox"/>			
	315,504	335,026			
	25 Unrestricted				
	26 Temporarily restricted				
	27 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input type="checkbox"/>			
	315,504	335,026			
	28 Capital stock, trust principal, or current funds				
	29 Paid-in or capital surplus, or land, bldg , and equipment fund				
	30 Retained earnings, accumulated income, endowment, or other funds				
Part III Analysis of Changes in Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)		315,504	335,026	
	31 Total liabilities and net assets/fund balances (see instructions)		315,504	335,026	

Part III Analysis of Changes in Net Assets or Fund Balances

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

1	315,504
2	19,319
3	2,327
4	337,150
5	2,124
6	335,026

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brck warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a Invesco Developing Markets			P	04/16/99	05/09/13
b Henderson Int Opportunities			P	08/09/07	07/11/13
c Henderson Int Opportunities			P	08/09/07	08/20/13
d Invesco Developing Markets			P	04/16/99	09/06/13
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,200		535		1,665	
b 1,000		1,138		-138	
c 200		231		-31	
d 4,100		1,122		2,978	
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				1,665	
b				-138	
c				-31	
d				2,978	
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		4,474
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	14,373	323,152	0.044478
2010	13,253	288,965	0.045864
2009	12,563	245,289	0.051217
2008	13,886	205,055	0.067718
2007	16,764	290,074	0.057792

2 Total of line 1, column (d)

2 0.267069

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.053414

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

4 390,533

5 Multiply line 4 by line 3

5 20,860

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

6 118

7 Add lines 5 and 6

7 20,978

8 Enter qualifying distributions from Part XII, line 4

8 17,465

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)	1	236
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		236
6	Credits/Payments		0
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	312
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	312
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	76
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax ►	76	Refunded
		11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No 1a

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities 1b

1c Did the foundation file Form 1120-POL for this year? 1c

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities 2

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? N/A

4b If "Yes," has it filed a tax return on Form 990-T for this year? 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 5

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV 7

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH 8a

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10

stmt 7

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13

14 The books are in care of ► **BROOKS HULL**
23520 LAKE ROAD Telephone no ► **440-835-4930**

Located at ► **BAY VILLAGE**

OR

ZIP+4 ► **44140**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** ►

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?

If "Yes," list the years ► **20 , 20 , 20 , 20**

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► **20 , 20 , 20 , 20**

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry Gimmellie 23520 Lake Road	Bay Village OH 44140	Trustee 5.00	0	0
Norman G. Hull 117 Tennyson	Wheaton IL 60187	Trustee 5.00	0	0
Jeffrey F. Hull 72-74 E. Dedham Street #3	Boston MA 02118	Trustee 5.00	0	0
Brooks G. Hull 23520 Lake Road	Bay Village OH 44140	Trustee 5.00	0	0

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

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

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

► 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	391,128
b	Average of monthly cash balances	1b	5,352
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	396,480
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	396,480
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	5,947
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	390,533
6	Minimum investment return. Enter 5% of line 5	6	19,527

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	19,527
2a	Tax on investment income for 2012 from Part VI, line 5	2a	236
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	236
3	Distributable amount before adjustments Subtract line 2c from line 1	3	19,291
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,291
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	19,291

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	17,465
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,465
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,465

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				19,291
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,180			
b From 2008	3,701			
c From 2009	323			
d From 2010				
e From 2011				
f Total of lines 3a through e	5,204			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 17,465				17,465
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				17,465
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	1,826			1,826
6 Enter the net total of each column as indicated below:	3,378			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,378			
10 Analysis of line 9				
a Excess from 2008	3,055			
b Excess from 2009	323			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

Brooks Hull**\$24,995**

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

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

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

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

BROOKS G. HULL**23520 LAKE ROAD BAY VILLAGE OH 44140**

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

See Statement 8

c Any submission deadlines:

None

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

See Statement 9

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 10				17,465
Total			► 3a	17,465
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income Excluded by section 514, 515, or 517		(e) Related or exempt function income (See instructions)		
		(a) Business code	(b) Amount		(c) Exclusion code	(d) Amount
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1	
4	Dividends and interest from securities			14	8,398	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	909	
8	Gain or (loss) from sales of assets other than inventory			14	4,474	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		13,782	0
13	Total. Add line 12, columns (b), (d), and (e)			13		13,782
(See worksheet in line 13 instructions to verify calculations.)						

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

**Sign
Here**

Re
Signature of officer or trustee

Roots G / -um
or trustee

1

11/15/13

Trustee

Title

Signature of officer or trustee		Date	Date
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Michael A. Trifiletti	Michael A. Trifiletti	11/13/13
	Firm's name ► DEVRIES, HUNTLEY, TRIFILETTI & LOY, INC.	PTIN P00021539	
Firm's address ► 24803 DETROIT RD, STE 4 WESTLAKE, OH 44145	Firm's EIN ► 34-1197246		
	Phone no 440-835-9450		
	Check <input type="checkbox"/> if self-employed		

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Cedar Fair K-1 Income	\$ 909	\$ 909	\$ 0
Total	\$ 909	\$ 909	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net
Accounting Fees	\$ 1,895	\$ 1,895	\$ 0
Total	\$ 1,895	\$ 1,895	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net
Taxes - General	\$ 100	\$ 100	\$ 0
Total	\$ 100	\$ 100	\$ 0

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Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Bank Of America Corp	\$ 14,817	\$ 14,817	\$	\$ 4,140
Bank of New York Mellon Corp	9,250	9,250		9,087
Bristol Myers	8,895	8,895		8,701
Cedar Fair	28,055	28,055		44,603
Chevron Corp	9,999	9,999		16,403
Cisco Systems	13,706	13,706		25,774
Conagra Foods Inc.	20,648	20,648		30,340
General Electric	7,278	7,278		4,778
General Electric	12,076	12,076		7,167
General Electric	6,233	6,233		11,945
General Electric				11,228
IBM	8,566	8,566		17,407
IBM	6,400	6,400		9,629
IBM	6,892	6,892		10,370
IBM	24,913	24,913		25,925
IBM	14,270	14,270		13,148
Oracle Corp	9,672	9,672		9,951
Pfizer Inc	10,308	10,308		8,618
UPS	11,744	11,744		13,706
Invesco Developing Markets Class A	12,494	12,494		11,715
Invesco Developing Markets Class A	1,805	1,805		2,823
Invesco Developing Markets Class A				153
Henderson International Opp	16,000	16,000		13,655
Henderson International Opp	1,617	1,617		1,606
New Perspective Fund Class A	7,884	7,884		8,400
New Perspective Fund Class A	1,376	1,376		2,127
New Perspective Fund Class A	95	95		112
New Perspective Fund Class A	81	81		
SPDR S&P Midcap 400	14,532	14,532		22,633
SPDR S&P MIDCAP 400	24,782	24,782		33,949
SPDR S&P MIDCAP 400				6,790
NJF Dividend Int & Prem Strategy FD	12,178	12,178		11,788
NJF Dividend Int & Prem Strategy FD	969	969		2,702
NJF Dividend INT & Prem Strategy FD	1,410	1,410		1,200
Total	\$ 304,580	\$ 333,423		\$ 402,573

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Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Partnership Distributions	\$ 2,327
Total	\$ 2,327

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Adj. stock contribution value to acquisition cost	\$ 2,124
Total	\$ 2,124

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Statement 7 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
Brooks Hull	23520 Lake Road	Bay Village OH 44140

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Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
Brooks Hull	\$ 24,995
Total	\$ 24,995

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Letter description of request with copy of 501(c)(3) exemption letter.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
None

Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
Awards primarily granted for educational purposes and secondarily for the promotion of the arts and religion.

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
WCLV	Cleveland OH		Social		200
Serious Fun Childrens Network	Cleveland OH		Health & Wellness		200
Ceasers Fourum	Twinsburg OH		Arts		100
The Village Foundation	Cleveland OH		Social		200
Cleveland Institute of Art	Cleveland OH		Education		200
Cleveland Public Theatre	Cleveland OH		Social		100
Arizona State University Foundation	Tempe AZ		Education		250
Lake Erie Nature & Science	Cleveland OH		Education		280
Crohn's & Colitis Foundation	Independence OH		Health & Wellness		150
Desert Mountain Community	Phoenix AZ		Social		1,000
Community Resource Services	Cleveland OH		Social		150
Cleveland Zoological Society	Cleveland OH		Education		200
Sgt. Eric Getz Legacy Foundation	Cleveland OH		Social		150
Rotary Club of Berea	Berea OH		Social		100
Relay for Life	Cleveland OH		Health & Wellness		150
Human Rights Campaign	Washington DC		Health & Wellness		200
Community Legal Service	Cleveland OH		Social		200

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
International Partners in Mission				Social	200
Cleveland Heights OH				Religion	150
Westlake Christian Church				Health & Wellness	200
Westlake OH				Health & Wellness	200
Rise Above It				Health & Wellness	200
Bay Village OH				Health & Wellness	200
Amer Heart Assctn				Health & Wellness	200
Phoenix AZ				Health & Wellness	200
Hunger Network				Health & Wellness	200
Cleveland OH				Health & Wellness	100
Salvation Army				Health & Wellness	250
Cleveland OH				Health & Wellness	1,000
Special Olympics				Health & Wellness	350
Columbus OH				Health & Wellness	250
Sigma Nu Fndt.				Health & Wellness	150
Lexington VA				Health & Wellness	200
NCRF	St. James NY			Health & Wellness	100
American Cancer Society				Health & Wellness	250
Cleveland OH				Health & Wellness	150
Medicine Wheel				Health & Wellness	200
Tempe AZ				Health & Wellness	100
Prevent Blindness Ohio				Health & Wellness	250
Cleveland OH				Health & Wellness	250
The City Mission				Health & Wellness	150
Cleveland OH				Health & Wellness	200
Multiple Sclerosis Foundation				Health & Wellness	200
Cleveland OH				Health & Wellness	100
Northeast Ohio SPCA				Health & Wellness	250
Cleveland OH				Education	160
Southeast Center for HIV/ AIDS					
Statesboro GA					
Great Lakes Science Ctr					
Cleveland OH					

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Rock Hall	Cleveland OH			Education	140
Ashland University	Ashland OH			Education	350
WVIZ / PBS	Cleveland OH			Education	200
N.E.H.G.S.	Boston MA			Education	135
Spaces	Cleveland OH			Education	100
The Art Studio	Cleveland OH			Art	5,000
Cleveland Orchestra	Cleveland OH			Art	500
Playhouse Square	Cleveland OH			Art	600
90.3 WCPN	Cleveland OH			Art	200
Cleveland Museum of Art	Cleveland OH			Art	1,000
Community Music Center	Boston MA			Art	250
Aids Taskforce of Cleveland	Cleveland OH			Health & Wellness	200
MOCA	Cleveland OH			Art	150
Renaissance Foundation	Columbia SC			Art	200
Cave Creek Museum	Cave Creek AZ			Art	100
U.S. Olympic Committee	Colorado Springs CO			Social	200
Friends of Crewkerne Parish	Cleveland OH			Social	150

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
Total					<u>17,465</u>