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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Name of foundation

VESPER FOUNDATION

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

8223 BRECKSVILLE RD #100

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BRECKSVILLE, OH 44141

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 10,026,770. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	300,000.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	11,422.	11,422.		STATEMENT 1
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	311,422.	11,422.		
13	Compensation of officers, directors, trustees, etc	4,800.	1,200.		3,600.
14	Other employee salaries and wages	8,820.	882.		0.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	200.	0.		100.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	3,600.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	17,420.	2,082.		3,700.
25	Contributions, gifts, grants paid	1,004,054.			1,004,054.
26	Total expenses and disbursements. Add lines 24 and 25	1,021,474.	2,082.		1,007,754.
27	Subtract line 26 from line 12:	-710,052.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		9,340.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Beginning of year			End of year		
		(a) Book Value		(b) Book Value		(c) Fair Market Value	
		1	2	3	4	5	6
	1 Cash - non-interest-bearing	3,582,610.	3,847,272.	3,847,272.			
	2 Savings and temporary cash investments	5,547,816.	4,573,102.	4,573,102.			
	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						
	7 Other notes and loans receivable ►						
	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						
	b Investments - corporate stock	STMT 4	1,039,776.	1,039,776.	1,039,776.	1,606,396.	
	c Investments - corporate bonds						
	11 Investments - land, buildings, and equipment basis ►						
	Less accumulated depreciation ►						
	12 Investments - mortgage loans						
	13 Investments - other						
	14 Land, buildings, and equipment; basis ►						
	Less accumulated depreciation ►						
	15 Other assets (describe ►)						
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		10,170,202.	9,460,150.	9,460,150.	10,026,770.	
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe ►)						
	23 Total liabilities (add lines 17 through 22)		0.	0.	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds		10,170,202.	9,460,150.	9,460,150.	9,460,150.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	0.	0.	
	30 Total net assets or fund balances		10,170,202.	9,460,150.	9,460,150.	9,460,150.	
	31 Total liabilities and net assets/fund balances		10,170,202.	9,460,150.	9,460,150.	9,460,150.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,170,202.
2 Enter amount from Part I, line 27a	2	-710,052.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	9,460,150.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,460,150.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	NONE				
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). 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))
2012	1,271,260.	10,128,774.	.125510
2011	894,700.	10,017,819.	.089311
2010	1,204,521.	9,967,705.	.120842
2009	1,078,880.	10,412,241.	.103617
2008	885,938.	8,083,933.	.109592

2 Total of line 1, column (d)

2 .548872

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 .109774

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 11,101,411.

5 Multiply line 4 by line 3

5 1,218,646.

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

6 93.

7 Add lines 5 and 6

7 1,218,739.

8 Enter qualifying distributions from Part XII, line 4

8 1,007,754.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
1	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	187.
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-)	0.
3	Add lines 1 and 2	187.
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-	187.
6	Credits/Payments:	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	3,716.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	3,716.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	► 9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	► 10 3,529.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 11	0.

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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	N/A
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► NANCY S. LENHART Located at ► 8223 BRECKSVILLE ROAD, SUITE 100, BRECKSVILLE, OH ZIP+4 ► 44141-1361	Telephone no. ► 440-838-4700	
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	N/A
16	At any time during calendar year 2013, 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 ►	16	Yes X No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

 Yes No Yes No Yes No Yes No Yes No

N/A

►

5b

 Yes No

N/A

►

6b

 Yes No

X

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		4,800.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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

► 0

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**

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	
3	
Total. Add lines 1 through 3	► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,809,180.
b	Average of monthly cash balances	1b	3,461,288.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,270,468.
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	11,270,468.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	169,057.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,101,411.
6	Minimum investment return. Enter 5% of line 5	6	555,071.

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	555,071.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	187.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	554,884.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	554,884.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	554,884.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,007,754.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,007,754.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,007,754.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				554,884.
2 Undistributed income, if any, as of the end of 2013				0.
a Enter amount for 2012 only				
b Total for prior years: 2011, 2010, 2009		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	487,201.			
b From 2009	560,444.			
c From 2010	706,594.			
d From 2011	394,180.			
e From 2012	765,701.			
f Total of lines 3a through e	2,914,120.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,007,754.				0.
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				554,884.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	452,870.	0.		
6 Enter the net total of each column as indicated below:	3,366,990.	0.		
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		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.		0.		
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014		0.		0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	487,201.			
10 Analysis of line 9:	2,879,789.			
a Excess from 2009	560,444.			
b Excess from 2010	706,594.			
c Excess from 2011	394,180.			
d Excess from 2012	765,701.			
e Excess from 2013	452,870.			

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
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).)

JAMES BENENSON JR.

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines:

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

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				
AMERICAN INDEPENDENCE MUSEUM ONE GOVENOR'S LANE EXETER, NH 03833		EXEMPT	GENERAL	45,000.
BATTERY PARK CONSERVANCY 2 SOUTH END AVENUE NEW YORK, NY 10280		EXEMPT	GENERAL	25,000.
BEACON HILL NURSERY SCHOOL 74 JOY STREET BOSTON, MA 02114		EXEMPT	GENERAL	20,354.
BROOKSVILLE FREE PUBLIC LIBRARY, INC. 1 TOWN HOUSE ROAD BROOKSVILLE, ME 04617		EXEMPT	GENERAL	250.
FRIENDSHIP COTTAGE 118 ELLSWORTH ROAD BLUE HILL, ME 04614		EXEMPT	GENERAL	250.
Total	SEE CONTINUATION SHEET(S)		► 3a	1,004,054.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
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.		11,422.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	11,422.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

VESPER FOUNDATION

23-6251198

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GINGOLD THEATRICAL GROUP 520 8TH AVENUE #4 NEW YORK, NY 10018		EXEMPT	GENERAL	1,000.
GRACE CHURCH SCHOOL 86 FOURTH AVENUE NEW YORK, NY 10003		EXEMPT	GENERAL	51,000.
GRAMERCY PARK BLOCK ASSOCIATION 34 GRAMERCY PARK EAST NEW YORK, NY 10003		EXEMPT	GENERAL	1,000.
GREENBROOK NATURE SANCTUARY PO BOX 155 ALPINE, NJ 07620		EXEMPT	GENERAL	250.
HOLY APOSTLES SOUP KITCHEN 296 NINTH AVENUE NEW YORK, NY 10003		EXEMPT	GENERAL	5,000.
HORTICULTURAL SOCIETY OF NEW YORK 128 WEST 58TH NEW YORK, NY 10018		EXEMPT	GENERAL	6,500.
INSIDE BROADWAY 630 NINTH AVENUE, SUITE 802 NEW YORK, NY 10036		EXEMPT	GENERAL	1,000.
INTERNATIONAL YACHT RESTORATION SCHOOL & MUSEUM OF YACHTING 449 THAMES STREET NEWPORT, RI 02840		EXEMPT	GENERAL	10,000.
KNEISEL HALL 54 MAIN STREET BLUE HILL, ME 04614		EXEMPT	GENERAL	500.
MERCHANT HOUSE MUSEUM 29 EAST FOURTH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	1,000.
Total from continuation sheets				913,200.

VESPER FOUNDATION

23-6251198

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028		EXEMPT	GENERAL	550.
METROPOLITAN OPERA ASSOCIATION LINCOLN CENTER NEW YORK, NY 10023		EXEMPT	GENERAL	5,000.
SCHOOL OF MUSEUM OF FINE ARTS (BOSTON) 230 THE FENWAY BOSTON, MA 02115		EXEMPT	GENERAL	12,300.
NATIONAL ACADEMY MUSEUM AND SCHOOL 1083 FIFTH AVENUE NEW YORK, NY 10128		EXEMPT	GENERAL	120,000.
PATHWAYS FOR CHILDREN 29 EMERSON AVENUE GLOUCESTER, MA 01930		EXEMPT	GENERAL	12,500.
PENINSULA AMBULANCE CORPS. PO BOX 834 BLUE HILL, ME 04614		EXEMPT	GENERAL	250.
POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	500.
PROJECT RENEWAL 200 VARICK STREET NEW YORK, NY 10014		EXEMPT	GENERAL	1,000.
SMITH COVE PRESERVATION 8223 BRECKSVILLE ROAD, SUITE 100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT - PRIVATE FOUND	GENERAL	15,000.
TABOR ACADEMY 66 SPRING STREET MARION, MA 02738		EXEMPT	GENERAL	50,000.
Total from continuation sheets				

VESPER FOUNDATION

23-6251198

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE PLAYERS PRESERVATION FUND 16 GRAMERCY PARK SOUTH NEW YORK, NY 10003		EXEMPT	GENERAL	10,000.
THE SANTA FE OPERA 301 OPERA DRIVE SANTA FE, ME 87506		EXEMPT	GENERAL	1,500.
THE SHAKESPEARE GUILD 5B CALLE SAN MARTIN SANTA FE, NM 87506		EXEMPT	GENERAL	750.
THE TOWN OF HAMILTON 577 BAY ROAD HAMILTON, MA 01936		EXEMPT	GENERAL	15,000.
TRUSTEE OF THE RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915		EXEMPT	GENERAL	37,500.
TULANE UNIVERSITY 3439 PRYTANIA STREET SUITE 200 NEW ORLEANS, LA 70115		EXEMPT	GENERAL	310,000.
URBAN IMPROV 8 ST. JOHN STREET JAMAICA PLAN, MA 02130		EXEMPT	GENERAL	17,000.
WETLANDS FOUNDATION 8223 BRECKSVILLE ROAD, SUITE 100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT - PRIVATE FOUND	GENERAL	75,000.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022		EXEMPT	GENERAL	250.
UNITED WAY OF CENTRAL MINNESOTA 2700 1ST STREET NORTH, STE 300 ST CLOUD, MN 56303		EXEMPT	GENERAL	7,500.
Total from continuation sheets				

VESPER FOUNDATION

23-6251198

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW YORK BOTANICAL GARDEN 200TH STREET & SOUTHERN BLVD BRONX, NY 10458		EXEMPT	GENERAL	4,750.
SAFARI CLUB INTERNATIONAL FOUNDATION 4800 WEST GATES PASS BOULEVARD TUCSON, AZ 85745		EXEMPT	GENERAL	2,500.
THE RUGGLES SOCIETY 146 MAIN STREET COLUMBIA FALLS, ME 04623		EXEMPT	GENERAL	500.
SHAW PROJECT 39-24 50TH STREET WOODSIDE, NY 11377		EXEMPT	GENERAL	500.
COURAGEOUS SAILING 1 FIRST AVENUE BOSTON, MA 02129		EXEMPT	GENERAL	28,000.
THE RED SEA FOUNDATION 10683 BIG CANOE BIG CANOE, GA 30143		EXEMPT	GENERAL	10,000.
GLOBAL CORAL REEF ALLIANCE 37 PLEASANT STREET CAMBRIDGE, MA 02139		EXEMPT	GENERAL	6,000.
BLUE HILL MEMORIAL HOSPITAL 57 WATER STREET BLUE HILL, ME 04614		EXEMPT	GENERAL	250.
EASTERN MAINE HOME CARE (HOSPICE) P.O. BOX 931 BANGOR, ME 04402-0931		EXEMPT	GENERAL	2,000.
MERCANTILE LIBRARY 17 E 47TH STREET NEW YORK, NY 10017		EXEMPT	GENERAL	45,000.
Total from continuation sheets				

VESPER FOUNDATION

23-6251198

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AIDS ACTION 75 ARMORY STREET BOSTON, MA 02119		EXEMPT	GENERAL	5,000.
YOUNG CONCERT ARTISTS 250 WEST 57 STREET, STE 1222 NEW YORK, NY 10107		EXEMPT	GENERAL	500.
PALISADES NATURE ASSOCIATION P.O. BOX 155 ALPINE, NJ 07670		EXEMPT	GENERAL	500.
COOKIES FOR KID'S CANCER 31 HOFFMAN'S CROSSING RD. CALIFON, NJ 07830		EXEMPT	GENERAL	300.
WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY, MA 02481		EXEMPT	GENERAL	500.
THE PAPER BAG PLAYERS 225 WEST 99TH STREET NEW YORK, NY 10025		EXEMPT	GENERAL	500.
CITY GARDENS CLUB 755 PARK AVENUE NEW YOURK, NY 10021		EXEMPT	GENERAL	500.
TREES NEW YORK 51 CHAMBERS ST NEW YORK, NY 10007		EXEMPT	GENERAL	300.
GREENWICH VILLAGE SOCIETY FOR HISTORIC PRESERVATION 232 E 11TH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	250.
GREATER ST CLOUD DEVELOPMENT CORPORATION P.O. BOX 1662 ST CLOUD, MN 56302		EXEMPT	GENERAL	5,000.
Total from continuation sheets				

VESPER FOUNDATION

23-6251198

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE PEW CHARITABLE TRUSTS 901 E STREET NW WASHINGTON, DC 20004		EXEMPT	GENERAL	25,000.
WASSAIC PROJECT P.O. BOX 220 WASSAIC, NY 12592		EXEMPT	GENERAL	5,000.
THE FIELD/WHITE HORSE THEATER COMPANY 161 SIXTH AVENUE NEW YORK, NY 10013		EXEMPT	GENERAL	250.
AT HOME DOWNEAST P.O. BOX 1107 BLUE HILL, ME 04614		EXEMPT	GENERAL	250.
MARYANN SNOW BATES FOUNDATION P.O. BOX 277 BROOKSVILLE, ME 04617		EXEMPT	GENERAL	500.
V.O.I.C. EXPERIENCE FOUNDATION PO BOX 1576 PALM HARBOR, FL 34682		EXEMPT	GENERAL	500.
Total from continuation sheets				

Schedule B

**(Form 990, 990-EZ,
or 990-PF)**

Schedule of Contributors

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
- ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2013

Name of the organization

Employer identification number

VESPER FOUNDATION

23-6251198

Organization type (check one):

Eligible filers: Section 179 filers

Form 990 or 990-EZ 501(c)() (enter number) organization

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

503(n) local organizations

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Form 990-PF 501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

VESPER FOUNDATION

23-6251198

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SUMMA HOLDINGS 8221 BRECKSVILLE RD BRECKSVILLE, OH 44141	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

VESPER FOUNDATION

23-6251198

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

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

Name of organization

Employer identification number

VESPER FOUNDATION

23-6251198

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

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

VESPER FOUNDATION

23-6251198

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	11,422.	11,422.	
TOTAL TO PART I, LINE 3	11,422.	11,422.	

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FEE	200.	0.		100.
TO FORM 990-PF, PG 1, LN 18	200.	0.		100.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,600.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,600.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,039,776.	1,606,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,039,776.	1,606,396.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES BENENSON JR. 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	PRESIDENT 1.00	2,400.	0.	0.
JAMES BENENSON III 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0.	0.
CLEMENT C BENENSON 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0.	0.
JOHN V CURCI 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	TREASURER 1.00	0.	0.	0.
NANCY S LENHART 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		4,800.	0.	0.

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

(to be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)

1. **Name and address of grantee:** Smith Cove Preservation Trust
8223 Brecksville Road #100
Brecksville, OH 44141-1361
2. **Date and amount of grant from Vesper Foundation:**
August 20, 2012 - \$15,000
3. **Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
4. **Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**
Total spending of \$15,000 for the following: Professional fees, \$14,630, Franchise Tax, \$35, and Real Estate Tax, \$335.
5. **Amount of grant funds diverted from purposes of grant specified in line 3:** None
6. **Use of diverted grant funds:** Not Applicable
7. **Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**
March 30, 2013

8. **Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

Report submitted by: **Smith Cove Preservation Trust**

The undersigned hereby certified on behalf of the grantee that the foregoing information is correct.

Nancy S. Lenhart **Nancy S. Lenhart**

Secretary
Title

Date: March 30, 2014

VESPER FOUNDATION
E.I.N. 23-6251198
ATTACHMENT – 2013 FORM 990-PF

The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).

- (i) **Grantee – Smith Cove Preservation Trust**
 8223 Brecksville Road, #100
 Brecksville, Ohio 44141-1361
- (ii) **Grant paid July 30, 2013 \$15,000**
- (iii) **Purposes of grant – to provide funds in order to enable Grantee to meet operating expenses incurred in carrying out activities in furtherance of its exempt purpose.**
- (iv) **Expended by Grantee for above purposes through December 31, 2013: \$3,481**
- (v) **Grantee used funds solely for designated purposes in 2013.**
- (vi) & (vii) **Financial reports (unaudited) received from Grantee on the date(s): March 30, 2014**

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Smith Cove Preservation Trust
8223 Brecksville Road #100
Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**
July 30, 2013 - \$15,000
- 3. Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**
Total spending of \$3,481 for the following: Professional fees, \$3,146, Real Estate Tax, \$335.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**
This is the first report concerning this grant.

8. . Progress made in accomplishing the purpose of the grant:

Funds were immediately used to pay operating expenses. The excess shall be used within 2014.

Report submitted by: Smith Cove Preservation Trust

The undersigned hereby certified on behalf of the grantee that the foregoing information is correct.

Nancy S. Lenhart Nancy S. Lenhart

Secretary
Tit

Date: March 30, 2014

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)**

1. **Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.

2. **Date and amount of grant from Vesper Foundation:**
December 20, 2012 - \$10,000

3. **Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.

4. **Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$10,000 for the following: Wages, \$7,003; Payroll taxes, \$449; Utilities, \$1,335; Repairs, \$613 and Office expense, \$600.

5. **Amount of grant funds diverted from purposes of grant specified in line 3:** None

6. **Use of diverted grant funds:** Not Applicable

7. **Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**
March 30, 2013

8. Progress made in accomplishing the purpose of the grant:

The payments of expenses and land reclamation costs in the performance of grantee's exempt purposes.

Report submitted by: **Wetlands Foundation**

The undersigned hereby certified on behalf of the grantee that the
foregoing information is correct.

Nancy S. Lenhart **Nancy S. Lenhart**

Secretary
Title

Date: March 30, 2014

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)

1. **Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.
2. **Date and amount of grant from Vesper Foundation:**
February 7, 2013 - \$10,000
3. **Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.
4. **Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$10,000 for the following: Wages, \$8,817; Payroll taxes, \$533; Utilities, \$63; Repairs, \$287 and Office expense, \$300.
5. **Amount of grant funds diverted from purposes of grant specified in line 3:** None
6. **Use of diverted grant funds:** Not Applicable
7. **Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

8. **Progress made in accomplishing the purpose of the grant:**

The payments of expenses and land reclamation costs in the performance of grantee's exempt purposes.

Report submitted by: Wetlands Foundation

**The undersigned hereby certified on behalf of the grantee that the
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

Secretary

Title

Date: March 30, 2014

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.

- 2. Date and amount of grant from Vesper Foundation:**
April 8, 2013 - \$10,000

- 3. Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.

- 4. Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$10,000 for the following: Wages, \$7,508; Payroll taxes, \$483; Utilities, \$951; Repairs, \$169; Franchise taxes, \$35 and Office expense, \$854.

- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None

- 6. Use of diverted grant funds:** Not Applicable

- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and
subject matter of reports:** None

8. Progress made in accomplishing the purpose of the grant:

The payments of expenses and land reclamation costs in the performance of grantee's exempt purposes.

The undersigned hereby certified on behalf of the grantee that the foregoing information is correct.

Nancy S. Lenhart Nancy S. Lenhart

Secretary
Title

Date: March 30, 2014

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.

- 2. Date and amount of grant from Vesper Foundation:**
June 13, 2013 - \$10,000

- 3. Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.

- 4. Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$10,000 for the following: Wages, \$7,508; Payroll taxes, \$400; Utilities, \$351; Repairs, \$125; Real Estate taxes, \$970 and Office expense, \$646.

- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None

- 6. Use of diverted grant funds:** Not Applicable

- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and
subject matter of reports:** None

8. Progress made in accomplishing the purpose of the grant:

The payments of expenses and land reclamation costs in the performance of grantee's exempt purposes.

Report submitted by: Wetlands Foundation

The undersigned hereby certifies on behalf of the grantee that the foregoing information is correct.

Nancy S. Lenhart Nancy S. Lenhart

Secretary
Title

Date: March 30, 2014

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)

1. **Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.
2. **Date and amount of grant from Vesper Foundation:**
August 30, 2013 - \$20,000
3. **Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.
4. **Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$20,000 for the following: Wages, \$8,817; Payroll taxes, \$401; Utilities, \$146; Repairs, \$464; Real Estate taxes, \$9,572 and Office expense, \$600.
5. **Amount of grant funds diverted from purposes of grant specified in line 3:** None
6. **Use of diverted grant funds:** Not Applicable
7. **Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

8. **Progress made in accomplishing the purpose of the grant:**

The payments of expenses and land reclamation costs in the performance of grantee's exempt purposes.

Report submitted by: Wetlands Foundation

**The undersigned hereby certified on behalf of the grantee that the
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

Secretary

Title

Date: March 30, 2014

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.

- 2. Date and amount of grant from Vesper Foundation:**
October 30, 2013 - \$10,000

- 3. Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.

- 4. Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$10,000 for the following: Wages, \$6,783; Payroll taxes, \$214; Utilities, \$518; Repairs, \$2,185; and Office expense, \$300.

- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None

- 6. Use of diverted grant funds:** Not Applicable

- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and
subject matter of reports:** None

8. **Progress made in accomplishing the purpose of the grant:**

The payments of expenses and land reclamation costs in the performance of grantee's exempt purposes.

Report submitted by: Wetlands Foundation

**The undersigned hereby certified on behalf of the grantee that the
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

Secretary

Title

Date: March 30, 2014

VESPER FOUNDATION
E.I.N. 23-6251198
ATTACHMENT – 2013 FORM 990-PF

The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).

- (i) **Grantee – Wetlands Foundation**
 8223 Brecksville Road, #100
 Brecksville, Ohio 44141-1361
- (ii) **Grant paid December 3, 2013 \$15,000**
- (iii) **Purposes of grant – to provide funds in order to enable Grantee to (1) begin reclamation of land acquired on or in close proximity to the coastal and inland waters of Maine for conservation, protection from development, and preservation of the natural features, flora and fauna of the land in accordance with the Grantee's exempt purposes; and (2) meet operating expenses incurred in carrying out activities in furtherance of its exempt purpose.**
- (iv) **Expended by Grantee for above purposes through December 31, 2013: \$8,483**
- (v) **Grantee used funds solely for designated purposes in 2013.**
- (vi) & (vii) **Financial reports (unaudited) received from Grantee on the date(s): March 30, 2014**

**ANNUAL REPORT OF GRANTEE TO
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation
within 90 days after the close of the Grantee's fiscal year)**

1. **Name and address of grantee:** Wetlands Foundation,
8223 Brecksville Road, #100,
Brecksville, OH 44141-1361.

2. **Date and amount of grant from Vesper Foundation:**
December 3, 2013 - \$15,000

3. **Purposes of the grant:**
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.

4. **Expenditures made from the grant funds (including salaries, travel and supplies):**
Total spending of \$8,483 for the following: Wages, \$4,920; Payroll taxes, \$414; Utilities, \$17; Repairs, \$2,339; Legal fees, \$193; and Office expense, \$600.

5. **Amount of grant funds diverted from purposes of grant specified in line 3:** None

6. **Use of diverted grant funds:** Not Applicable

7. **Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** This is the first report concerning this grant.

8. Progress made in accomplishing the purpose of the grant:

Funds were immediately used to pay operating expenses. The excess shall be used within 2014.

Report submitted by: Wetlands Foundation

**The undersigned hereby certified on behalf of the grantee that the
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

Secretary

Title

Date: March 30, 2014

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. VESPER FOUNDATION	Employer identification number (EIN) or 23-6251198
	Number, street, and room or suite no. If a P.O. box, see instructions. 8223 BRECKSVILLE RD #100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRECKSVILLE, OH 44141	

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

0 4

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 (other than individual)	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

NANCY S. LENHART - 8223 BRECKSVILLE ROAD, SUITE 100 -

- The books are in the care of ► **BRECKSVILLE, OH 44141-1361**
Telephone No. ► **440-838-4700** Fax No. ► _____
- 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2013** or

► tax year beginning _____, and ending _____.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 300.
b If this application is for Forms 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	\$ 3,716.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions