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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: AMERICAN FOUNDATION CORP.

A Employer identification number: 23-7348126

Number and street (or P O box number if mail is not delivered to street address): 200 PUBLIC SQUARE — Room/suite: 2940

B Telephone number (see instructions): 216-241-6664

City or town, state or province, country, and ZIP or foreign postal code: CLEVELAND OH 44114

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 29,323,209

J Accounting method [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	568,004	568,004	568,004	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	899,908			
	b	Gross sales price for all assets on line 6a 5,189,838				
	7	Capital gain net income (from Part IV, line 2)		899,908		
	8	Net short-term capital gain			80,991	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,467,912	1,467,912	648,995	
Operating and Administrative Expenses	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) STMT 1	24,520	12,260		12,260
	c	Other professional fees (attach schedule) STMT 2	95,878	47,939		47,939
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	35,928	7,932		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	1,143			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	157,469	68,131	0	60,199
	25	Contributions, gifts, grants paid	1,230,333			1,230,333
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,387,802	68,131	0	1,290,532
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	80,110			
	b	**Net investment income** (if negative, enter -0-)		1,399,781		
	c	**Adjusted net income** (if negative, enter -0-)			648,995	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	217,118	126,507	126,507
	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) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) STMT 5	283,840	300,101	300,101
	b	Investments – corporate stock (attach schedule) SEE STMT 6	23,783,170	23,929,377	28,896,601
	c	Investments – corporate bonds (attach schedule)			
	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)	24,284,128	24,355,985	29,323,209
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 (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 7)	-6,093	10,792	
	23	**Total liabilities** (add lines 17 through 22)	-6,093	10,792	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	13,517,306	13,517,306	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,772,915	10,827,887	
	30	**Total net assets or fund balances** (see instructions)	24,290,221	24,345,193	
	31	**Total liabilities and net assets/fund balances** (see instructions)	24,284,128	24,355,985	

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	24,290,221
2	Enter amount from Part I, line 27a	2	80,110
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	24,370,331
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	25,138
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	24,345,193

DAA

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	SHORT TERM - SEE DETAIL ATTACHED	P	VARIOUS	VARIOUS
b	LONG TERM - SEE DETAIL ATTACHED	P	01/01/01	VARIOUS
c	SHORT TERM MLP - SEE DETAIL ATTACHED	P	VARIOUS	VARIOUS
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	1,632,794		1,565,619	67,175
b	2,621,237		2,174,311	446,926
c	563,816		550,000	13,816
d	371,991			371,991
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				67,175
b				446,926
c				13,816
d				371,991
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	899,908
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	80,991

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	1,202,144	25,093,576	0.047906
2011	3,306,681	23,876,721	0.138490
2010	1,346,874	28,749,339	0.046849
2009	1,416,289	26,421,443	0.053604
2008	1,614,808	32,273,989	0.050034

2	**Total** of line 1, column (d)	2	0.336883
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	0.067377
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	27,078,095
5	Multiply line 4 by line 3	5	1,824,441
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,998
7	Add lines 5 and 6	7	1,838,439
8	Enter qualifying distributions from Part XII, line 4	8	1,290,532

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	27,996
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	27,996
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	27,996
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 17,204		
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	17,204
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	10,792
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
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? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ MARIA G. MUTH Telephone no ▶ 216-241-6664 200 PUBLIC SQUARE SUITE 2940 Located at ▶ CLEVELAND OH ZIP+4 ▶ 44114				
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 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?		16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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?	☐ Yes ☒ 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)	N/A	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))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 9				

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

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 ▶		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 (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	27,318,639
b	Average of monthly cash balances		1b	171,813
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	27,490,452
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	27,490,452
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	412,357
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	27,078,095
6	**Minimum investment return.** Enter 5% of line 5		6	1,353,905

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	1,353,905
2a	Tax on investment income for 2013 from Part VI, line 5	2a 27,996		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	27,996
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,325,909
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,325,909
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	1,325,909

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	1,290,532
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,290,532
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	1,290,532

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					1,325,909
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20_____ , 20_____ , 20_____					
3	Excess distributions carryover, if any, to 2013					
a	From 2008	86,354				
b	From 2009	115,677				
c	From 2010					
d	From 2011	233,148				
e	From 2012	184,772				
f	**Total** of lines 3a through e		619,951			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,290,532					
a	Applied to 2012, 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 2013 distributable amount					1,290,532
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		35,377			35,377
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		584,574			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions)		50,977			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		533,597			
10	Analysis of line 9					
a	Excess from 2009	115,677				
b	Excess from 2010					
c	Excess from 2011	233,148				
d	Excess from 2012	184,772				
e	Excess from 2013					

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 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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))

N/A

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 address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED				1,230,333
Total			▶ **3a**	1,230,333
b Approved for future payment N/A				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(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					
4 Dividends and interest from securities			14	568,004	
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			14	899,908	
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		1,467,912	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,467,912

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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		

Sign Here

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

X Marian P Mirto | 5-14-14 | Sec. & Treas.

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
PAUL L. RUPERT	PAUL L. RUPERT	05/09/14	
Firm's name ▶ MARTINET RECCHIA INC		PTIN	P00390282
Firm's address ▶ 5000 E 345TH ST WILLOUGHBY, OH 44094-4611		Firm's EIN ▶	34-1331802
		Phone no	440-942-3900

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 24,520	$ 12,260	$	$ 12,260
TOTAL	$ 24,520	$ 12,260	$ 0	$ 12,260

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEE	$ 30,000	$ 15,000	$	$ 15,000
ACCOUNT MANAGEMENT FEE	65,878	32,939		32,939
TOTAL	$ 95,878	$ 47,939	$ 0	$ 47,939

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	$ 27,996	$	$	$
FOREIGN TAXES PAID	7,932	7,932		
TOTAL	$ 35,928	$ 7,932	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	943			
STATE REGISTRATION FEE	200			
TOTAL	$ 1,143	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. GOVERNMENT OBLIGATIONS	$ 283,840	$ 300,101	COST	$ 300,101
TOTAL	$ 283,840	$ 300,101		$ 300,101

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. CORPORATE STOCKS	$ 23,783,170	$ 23,929,377	COST	$ 28,896,601
TOTAL	$ 23,783,170	$ 23,929,377		$ 28,896,601

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL EXCISE TAX LIABILITY	$ -6,093	$ 10,792
TOTAL	$ -6,093	$ 10,792

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
ADJ TO ACTUAL COST BASIS	$ 25,138
TOTAL	$ 25,138

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MARY M FERNANDEZ 200 PUBLIC SQUARE SUITE 2940 CLEVELAND OH 44114	TRUSTEE	0.00	0	0	0
MARY M FERNANDEZ 200 PUBLIC SQUARE SUITE 2940 CLEVELAND OH 44114	PRESIDENT	0.00	0	0	0
MARIA G. MUTH 200 PUBLIC SQUARE SUITE 2940 CLEVELAND OH 44114	SECRETARY	0.00	0	0	0
MARIA M. MUTH 200 PUBLIC SQUARE SUITE 2940 CLEVELAND OH 44114	TREASURER	0.00	0	0	0
DWIGHT B. CORNING 200 PUBLIC SQUARE SUITE 2940 CLEVELAND OH 44114	TRUSTEE	0.00	0	0	0

Income for 2013

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Additionally, to provide you with complete information for your tax returns, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
US BANCORP DEL	USB	902973304	2040	02/17/12	01/17/13	$67,091 86	$59,344 21	$7,747 65
GILEAD SCIENCES INC	GILD	375558103	160	02/17/12	01/18/13	$12,435 16	$7,578 02	$4,857.14
UNION PACIFIC CORP	UNP	907818108	188	02/17/12	01/28/13	$24,978 66	$20,891.01	$4,087.65
DISNEY (WALT) COMPANY HOLDING	DIS	254687106	280	02/17/12	02/01/13	$15,284.75	$11,689.19	$3,595.56
QUALCOMM INC	QCOM	747525103	230	03/09/12	02/04/13	$15,155.97	$14,764 76	$391.21
NXP SEMICONDUCTORS N V	NXPI	N6596X109	420	02/17/12	02/04/13	$12,444.28	$10,644.94	$1,799.34
PFIZER INC COM	PFE	717081103	1860	02/17/12	02/04/13	$50,700.04	$39,650.92	$11,049.12
EMC CORP(MASS) USD 0 01	EMC	268648102	520	02/17/12	02/07/13	$12,791.71	$14,235.00	$-1,443.29
EMC CORP(MASS) USD 0 01	EMC	268648102	70	02/17/12	02/12/13	$1,713 34	$1,916 25	$-202.91
EMC CORP(MASS) USD 0 01	EMC	268648102	740	06/01/12	02/12/13	$18,112.43	$17,244.00	$868.43
SCHLUMBERGER LIMITED COM	SLB	806857108	140	03/09/12	02/13/13	$10,983 26	$10,723 79	$259 47
APPLE COMPUTER INC COM	AAPL	037833100	24	05/17/12	02/20/13	$10,850 09	$12,854 22	$-2,004.13
APPLE COMPUTER INC COM	AAPL	037833100	5	11/16/12	02/20/13	$2,260.43	$2,588.48	$-328.05
VALERO ENERGY CORP NEW	VLO	91913Y100	340	11/09/12	02/20/13	$15,354.53	$10,088 96	$5,265 57

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
APPLE COMPUTER INC COM	AAPL	037833100	21	11/16/12	03/01/13	$9,058 15	$10,871 60		$-1,813 45
OCCIDENTAL PETROLEUM CORPOR/	OXY	674599105	260	12/12/12	03/06/13	$21,225 69	$19,899 15		$1,326 54
SOUTHWESTERN ENERGY CO	SWN	845467109	420	09/27/12	03/22/13	$15,817 94	$14,666 32		$1,151 62
BROADCOM CORP CL A	BRCM	111320107	460	09/27/12	03/22/13	$15,764.59	$16,138 91	*	$-374 32
COMCAST CORP NEW CL A	CMCSA	20030N101	300	06/19/12	03/26/13	$12,438.47	$9,462 69		$2,975 78
COMCAST CORP NEW CL A	CMCSA	20030N101	80	06/27/12	03/26/13	$3,316 93	$2,493 30		$823 63
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	73	03/13/13	04/19/13	$13,923.76	$15,486.86		$-1,563.10
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	88	09/28/12	04/19/13	$16,784 81	$18,249.43		$-1,464 62
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	66	04/03/13	04/19/13	$12,588 61	$14,092 82		$-1,504 21
CENTERPOINT ENERGY INC	CNP	15189T107	890	09/25/12	04/24/13	$21,494 53	$19,057 48		$2,437 05
ELI LILLY & CO COM	LLY	532457108	280	08/10/12	04/24/13	$15,780 95	$12,216 23		$3,564 72
EATON CORP PLC	ETN	G29183103	180	11/30/12	04/24/13	$10,521 05	$9,281 47	*	$1,239 58
C S T BRANDS INC	CST	12646R105	56 67	04/24/13	05/03/13	$1,684 86	$1,857 81		$-172 95
VIRTUS EMERGING MKTS OPPOR-I	HIEMX	92828T889	9955.63	10/26/12	05/21/13	$107,719 88	$98,660 26		$9,059 62
VIRTUS EMERGING MKTS OPPOR-I	HIEMX	92828T889	210 73	12/20/12	05/21/13	$2,280 12	$2,166 32		$113 80
TCW EMERGING MARKETS INCOME	TGEIX	87234N765	762 47	12/28/12	05/21/13	$7,121 44	$7,074 17	*	$47 27
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	2287 5	12/31/12	05/21/13	$52,269.44	$44,469 07		$7,800 37
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	19.51	03/20/13	05/21/13	$445 71	$424 85		$20 86
DREYFUS SELECT MGRS S/C GROW	DSGIX	86271F578	4432 62	07/10/12	05/21/13	$100,000.00	$79,122 34		$20,877 66
ELI LILLY & CO COM	LLY	532457108	1130	08/10/12	05/24/13	$61,079.51	$49,301.22		$11,778 29
MONDELEZ INTERNATIONAL INC	MDLZ	609207105	1130	10/10/12	06/04/13	$33,263 68	$30,918 50		$2,345 18
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	200	03/05/13	06/05/13	$15,944 66	$15,368 88		$575 78
VERIZON COMMUNICATIONS INC	VZ	92343V104	270	04/19/13	06/07/13	$13,472 80	$14,046 94		$-574 14
COMCAST CORP NEW CL A	CMCSA	20030N101	340	06/27/12	06/07/13	$13,928 95	$10,596 54		$3,332 41
VERIZON COMMUNICATIONS INC	VZ	92343V104	160	04/19/13	06/17/13	$8,086 05	$8,324 11		$-238 06
VERIZON COMMUNICATIONS INC	VZ	92343V104	130	03/26/13	06/17/13	$6,569 91	$6,440 68		$129 23
COMCAST CORP NEW CL A	CMCSA	20030N101	150	06/27/12	06/20/13	$5,857 80	$4,674 95		$1,182 85
QUALCOMM INC	QCOM	747525103	220	11/19/12	07/03/13	$13,410 59	$13,698 72		$-288 13

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
VERIZON COMMUNICATIONS INC	VZ	92343V104	190	03/26/13	07/10/13	$9,641 76	$9,413 30		$228.46
VERIZON COMMUNICATIONS INC	VZ	92343V104	130	04/03/13	07/10/13	$6,597 00	$6,363 32		$233 68
VERIZON COMMUNICATIONS INC	VZ	92343V104	180	04/03/13	07/23/13	$9,056 89	$8,810 75		$246.14
SANDISK CORP COM	SNDK	80004C101	440	06/17/13	07/29/13	$24,430.88	$26,966 37		$-2,535 49
SANDISK CORP COM	SNDK	80004C101	480	06/18/13	07/29/13	$26,651.87	$30,027 84		$-3,375 97
SANDISK CORP COM	SNDK	80004C101	310	06/20/13	07/29/13	$17,212.67	$18,905 10		$-1,692 43
YAHOO INC	YHOO	984332106	560	03/07/13	08/09/13	$15,383.66	$12,756 46		$2,627 20
YAHOO INC	YHOO	984332106	250	02/07/13	08/09/13	$6,867 70	$5,053 75		$1,813.95
EQUINIX INC	EQIX	29444U502	74	03/07/13	08/14/13	$12,778.41	$15,963.47		$-3,185 06
EQUINIX INC	EQIX	29444U502	47	03/04/13	08/14/13	$8,116.02	$9,998.80		$-1,882.78
EQUINIX INC	EQIX	29444U502	181	03/01/13	08/15/13	$29,895.50	$38,443 51		$-8,548 01
EQUINIX INC	EQIX	29444U502	67	06/07/13	08/15/13	$11,066 29	$12,902 81		$-1,836.52
EQUINIX INC	EQIX	29444U502	11	03/04/13	08/15/13	$1,816 85	$2,340 15		$-523 30
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	9401 71	10/26/12	08/20/13	$114,982 90	$143,000 00		$-28,017.10
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	2999 4	08/28/12	08/20/13	$36,682 66	$50,000 00		$-13,317.34
HALLIBURTON COMPANY COM	HAL	406216101	160	03/22/13	08/23/13	$7,755 31	$6,354 53		$1,400.78
GLAXO SMITHKLINE PLC	GSK	37733W105	280	04/24/13	09/16/13	$14,329 28	$14,405 89		$-76.61
CHEVRONTEXACO CORP	CVX	166764100	177	03/06/13	09/16/13	$21,988 72	$20,951.28		$1,037 44
CHEVRONTEXACO CORP	CVX	166764100	56	11/09/12	09/16/13	$6,956 88	$5,945 54		$1,011 34
SALESFORCE COM INC	CRM	79466L302	270	06/07/13	09/20/13	$14,314 91	$10,623 64		$3,691 27
BROADCOM CORP CL A	BRCM	111320107	520	09/27/12	09/20/13	$14,338 96	$18,129.59	*	$-3,790.63
TAIWAN SEMICONDUCTOR ADR	TSM	874039100	1330	07/03/13	09/20/13	$23,058 61	$24,148 41		$-1,089 80
BROADCOM CORP CL A	BRCM	111320107	430	10/09/12	10/02/13	$11,340 19	$14,166.95	*	$-2,826 76
BROADCOM CORP CL A	BRCM	111320107	540	07/23/13	10/02/13	$14,241 17	$17,272.12	*	$-3,030 95
BROADCOM CORP CL A	BRCM	111320107	460	11/07/12	10/02/13	$12,131 37	$14,160 73	*	$-2,029.36
CITRIX SYS INC COM	CTXS	177376100	600	07/10/13	10/14/13	$35,147.56	$39,032 04		$-3,884.48
CITRIX SYS INC COM	CTXS	177376100	240	07/29/13	10/14/13	$14,059 03	$16,457.38		$-2,398.35
COVIDIEN PLC	COV	G2554F113	100	07/02/13	10/22/13	$6,406.63	$5,787 86		$618 77

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SALESFORCE COM INC	CRM	79466L302	80	06/07/13	10/24/13	$4,337 29	$3,147.74	$1,189 55
ADOBE SYS INC COM	ADBE	00724F101	220	03/22/13	10/24/13	$11,931 73	$9,453 27	$2,478 46
YAHOO INC	YHOO	984332106	370	02/07/13	10/24/13	$12,248 49	$7,479 55	$4,768 94
YAHOO INC	YHOO	984332106	260	11/05/12	10/24/13	$8,607 05	$4,517 42	$4,089 63
GLAXO SMITHKLINE PLC	GSK	37733W105	30	04/24/13	11/14/13	$1,561 93	$1,543 49	$18.44
GLAXO SMITHKLINE PLC	GSK	37733W105	330	02/04/13	11/14/13	$17,181.21	$15,033 98	$2,147.23
VMWARE INC	VMW	928563402	190	07/29/13	11/26/13	$15,465 33	$15,692 84	$-227 51
NATIONAL-OILWELL INC	NOV	637071101	200	09/16/13	12/09/13	$16,064 10	$15,760 34	$303 76
VALERO ENERGY CORP NEW	VLO	91913Y100	330	04/24/13	12/09/13	$15,308 27	$12,684 55	$2,623 72
VALERO ENERGY CORP NEW	VLO	91913Y100	180	04/24/13	12/12/13	$8,318 41	$6,918 85	$1,399.56
VALERO ENERGY CORP NEW	VLO	91913Y100	160	05/03/13	12/12/13	$7,394 15	$6,073 62	$1,320 53
GOOGLE INC	GOOG	38259P508	13	06/05/13	12/12/13	$13,932 50	$11,161 52	$2,770 98
OCCIDENTAL PETROLEUM CORPOR/	OXY	674599105	160	12/12/12	12/12/13	$14,597 65	$12,245.63	$2,352 02
ADOBE SYS INC COM	ADBE	00724F101	150	03/22/13	12/16/13	$8,813.11	$6,445 41	$2,367.70
ADOBE SYS INC COM	ADBE	00724F101	160	02/12/13	12/16/13	$9,400 65	$6,251.55	$3,149 10
GLAXO SMITHKLINE PLC	GSK	37733W105	790	02/04/13	12/18/13	$40,220 33	$35,990 42	$4,229.91
GLAXO SMITHKLINE PLC	GSK	37733W105	300	03/14/13	12/18/13	$15,273 54	$13,561 65	$1,711 89
ALCATEL-LUCENT-SPONSORED ADR		9EE000600	17420	12/19/13	12/19/13	$2,880.75	$0 00	$2,880 75
Total short term gain/loss from sales:						$1,632,793.56	$1,565,618.79	$67,174 77

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	14244	01/01/76	01/28/13	$628,594 99	$395,267.76	$233,327 23
SCHLUMBERGER LIMITED COM	SLB	806857108	260	01/01/76	02/13/13	$20,397.48	$19,515 00	$882 48
HALLIBURTON COMPANY COM	HAL	406216101	480	01/01/76	02/13/13	$19,564.41	$21,133.35	$-1,568 94
MARATHON OIL CORP	MRO	565849106	430	02/17/12	02/20/13	$14,924 88	$14,408.96	$515 92

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
VALERO ENERGY CORP NEW	VLO	91913Y100	90	02/17/12	02/20/13	$4,064.43	$2,266 89		$1,797 54
TERADATA CORP DEL	TDC	88076W103	440	02/17/12	03/01/13	$25,826 23	$27,523.94		$-1,697.71
APPLE COMPUTER INC COM	AAPL	037833100	8	02/17/12	03/01/13	$3,450 72	$4,048 68		$-597 96
NXP SEMICONDUCTORS N V	NXPI	N6596X109	390	02/17/12	03/04/13	$12,341.58	$9,884.59		$2,456.99
TERADATA CORP DEL	TDC	88076W103	270	02/17/12	03/05/13	$15,921 46	$16,889 69		$-968 23
TERADATA CORP DEL	TDC	88076W103	490	02/17/12	03/07/13	$28,165 65	$30,651.65		$-2,486.00
QUALCOMM INC	QCOM	747525103	130	03/09/12	03/13/13	$8,679 90	$8,345 30		$334.60
QUALCOMM INC	QCOM	747525103	100	02/17/12	03/13/13	$6,676.84	$6,231.12		$445.72
ACTAVIS INC		00507K103	150	02/17/12	03/14/13	$13,699 43	$9,034 10		$4,665 33
NXP SEMICONDUCTORS N V	NXPI	N6596X109	1040	02/17/12	04/03/13	$28,569.82	$26,358.90		$2,210.92
COCA-COLA CO USD	KO	191216100	330	02/17/12	04/04/13	$13,306 39	$11,337 48		$1,968.91
MEAD JOHNSON NUTRITION CO-A	MJN	582839106	590	02/17/12	04/04/13	$44,641.94	$44,705 72		$-63.78
BB&T CORP COM	BBT	054937107	1690	02/17/12	04/15/13	$51,362.34	$51,132 98		$229 36
QUALCOMM INC	QCOM	747525103	400	02/17/12	04/17/13	$25,664 78	$24,924 48		$740.30
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	91	03/06/12	04/19/13	$17,357 02	$18,022 21		$-665 19
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	23	03/15/12	04/19/13	$4,386 94	$4,738 15		$-351 21
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	114	02/17/12	04/19/13	$21,743 95	$21,946 04		$-202 09
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	95	02/17/12	04/23/13	$18,243.57	$18,288 36		$-44 79
AIR PRODUCTS AND CHEMICALS INC	APD	009158106	522	01/01/76	04/24/13	$44,697 13	$36,119 27		$8,577.86
QUALCOMM INC	QCOM	747525103	360	02/17/12	04/25/13	$22,449.10	$22,432 03		$17 07
C S T BRANDS INC	CST	12646R105	164 33	02/17/12	05/03/13	$4,886.09	$3,224 81		$1,661.28
GILEAD SCIENCES INC	GILD	375558103	320	02/17/12	05/13/13	$17,374.49	$7,578 02		$9,796.47
BNY MELLON INTL FD CL M SHSS	MPITX	05569M871	2162 63	02/15/12	05/21/13	$25,000.00	$20,739 61		$4,260 39
TCW EMERGING MARKETS INCOME	TGEIX	87234N765	3520 19	01/20/12	05/21/13	$32,878 56	$29,527.34	*	$3,351 22
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	3 2	03/28/12	05/21/13	$73 10	$62 89		$10.21
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	4691 98	02/08/12	05/21/13	$107,211 75	$91,165 17		$16,046.58
DREYFUS PREM LT TRM HI YLD-R	DLHRX	261980759	8771 93	01/20/12	05/21/13	$60,000.00	$55,350 88		$4,649.12
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	5847 95	01/20/12	05/21/13	$90,000 00	$80,350 88		$9,649 12

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
BNY MELLON MID CAP STK FD CL M	MPMCX	05569M509	16616 31	02/08/12	05/21/13	$220,000 00	$199,561 92	$20,438.08
C S T BRANDS INC	CST	12646R105	0 11	02/17/12	05/22/13	$3 69	$2.18	$1 51
PFIZER INC COM	PFE	717081103	780	02/17/12	05/24/13	$22,631 93	$16,627 81	$6,004.12
APPLE COMPUTER INC COM	AAPL	037833100	64	02/17/12	06/17/13	$27,666.57	$32,389 47	$-4,722.90
QUALCOMM INC	QCOM	747525103	200	02/17/12	06/17/13	$12,378 44	$12,462 24	$-83 80
COMCAST CORP NEW CL A	CMCSA	20030N101	330	05/01/12	06/20/13	$12,887.17	$10,136 18	$2,750 99
CARNIVAL CORP	CCL	143658300	1550	02/17/12	06/21/13	$51,578 76	$48,096 97	$3,481 79
APPLE COMPUTER INC COM	AAPL	037833100	97	02/17/12	06/26/13	$38,538 08	$49,090 29	$-10,552 21
MALLINCKRODT PLC	MNK	G5785G107	135	02/17/12	07/02/13	$5,871 12	$5,124 80	$746 32
DISNEY (WALT) COMPANY HOLDING	DIS	254687106	260	02/17/12	07/02/13	$16,475 42	$10,854 25	$5,621 17
QUALCOMM INC	QCOM	747525103	230	02/17/12	07/03/13	$14,020 17	$14,331 58	$-311 41
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	20	07/02/12	07/10/13	$1,484.86	$1,207 78	$277 08
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	290	02/17/12	07/10/13	$21,530.41	$16,883 91	$4,646 50
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	87	02/17/12	07/19/13	$16,941.73	$16,748 29	$193.44
VERIZON COMMUNICATIONS INC	VZ	92343V104	170	02/17/12	07/23/13	$8,553 72	$6,517 77	$2,035.95
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	40	02/17/12	07/25/13	$3,038 42	$2,443 77	$594 65
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	290	07/19/12	07/25/13	$22,028 57	$17,984 79	$4,043.78
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	40	02/17/12	07/26/13	$3,026 81	$2,443 77	$583 04
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	180	02/17/12	07/30/13	$13,612 03	$10,996 95	$2,615 08
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	190	02/17/12	07/31/13	$14,494 87	$11,607 90	$2,886 97
DISNEY (WALT) COMPANY HOLDING	DIS	254687106	440	02/17/12	08/16/13	$27,419 48	$18,368.72	$9,050 76
HOME DEPOT INC USD 0.05	HD	437076102	380	02/17/12	08/16/13	$28,759 53	$17,673 19	$11,086.34
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	4194 63	01/30/12	08/20/13	$51,300 35	$75,000 00	$-23,699 65
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	2188 18	02/08/12	08/20/13	$26,761 48	$40,000 00	$-13,238 52
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	4665 2	02/15/12	08/20/13	$57,055 43	$85,000.00	$-27,944 57
HOME DEPOT INC USD 0 05	HD	437076102	220	02/17/12	08/23/13	$16,158.54	$10,231 85	$5,926 69
HALLIBURTON COMPANY COM	HAL	406216101	190	01/01/76	08/23/13	$9,209 42	$8,365 28	$844 14
EXXON MOBIL CORP	XOM	30231G102	190	01/01/76	08/23/13	$16,566 95	$1,107 26	$15,459 69

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
EXPRESS SCRIPTS HLDG CO	ESRX	30219G108	440	02/17/12	09/16/13	$28,962 63	$22,977 81		$5,984 82
ACTAVIS INC		00507K103	127	02/17/12	09/16/13	$17,363 51	$7,648 87		$9,714 64
GILEAD SCIENCES INC	GILD	375558103	450	02/17/12	09/16/13	$28,265 77	$10,656 58		$17,609 19
BROADCOM CORP CL A	BRCM	111320107	250	09/27/12	10/01/13	$6,599.16	$8,716 15	*	$-2,116 99
ACTAVIS INC		00507K103	443	02/17/12	10/01/13	$63,796.43	$26,676 26		$37,120.17
BROADCOM CORP CL A	BRCM	111320107	160	09/27/12	10/02/13	$4,219 61	$5,578 34	*	$-1,358.73
INTERNATIONAL BUSINESS MACHINE	IBM	459200101	192	02/17/12	10/17/13	$33,450.89	$36,961.75		$-3,510.86
COVIDIEN PLC	COV	G2554F113	140	02/17/12	10/22/13	$8,969 28	$6,691.82		$2,277.46
SALESFORCE COM INC	CRM	79466L302	200	03/01/12	10/24/13	$10,843.24	$7,241 35		$3,601.89
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	200	02/17/12	10/24/13	$14,690.84	$11,644.08		$3,046.76
SHIRE PHARMACEUTICALS GROUP	SHPG	82481R106	135	02/17/12	11/05/13	$18,495 00	$14,622 70		$3,872 30
ALLEGION PLC	ALLE	G0176J109	480	02/17/12	12/03/13	$20,620 25	$12,061 58		$8,558.67
TRAVELERS COS INC	TRV	89417E109	830	07/19/12	12/09/13	$73,421 27	$52,824.11		$20,597 16
OCCIDENTAL PETROLEUM CORPOR/	OXY	674599105	400	12/12/12	12/16/13	$36,420 21	$30,614.08		$5,806 13
COVIDIEN PLC	COV	G2554F113	469	02/17/12	12/20/13	$31,460 30	$22,417 60		$9,042 70
COVIDIEN PLC	COV	G2554F113	471	02/17/12	12/23/13	$31,509 21	$22,513 19		$8,996 02
Total long term gain/loss from sales:						$2,621,236 52	$2,174,311 44		$446,925.08

Master Limited Partnership (MLP) Proceeds

This account holds an interest in one or more limited partnerships. If available, the original cost basis of the partnership has been provided to assist you in your tax preparation. Please consult your tax advisor regarding the tax treatment applicable to these items.

Short Term Master Limited Partnership Transactions

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss Ordinary portion	Wash sale loss disallowed
		9J9990110	44908 11	12/01/12	01/01/13	$563,816 00	$550,000 00	$13,816 00 $0 00	
Total short term gain/loss from MLP transactions:						$563,816.00	$550,000.00	$13,816 00	
Total short term loss from MLP transactions disallowed from wash sale:									$0 00
Portion classified as ordinary income:								$0 00	

AMERICAN FOUNDATION (CORPORATION)
EIN #23-7348126
YEAR ENDING 12/31/13
CHARITABLE CONTRIBUTIONS

DONEE	AMOUNT
Alzheimers Assoc	4,000.00
Alzheimer's Disease Research	2,500.00
American Cancer Society	5,000.00
American Civil Rights Union	500 00
American Conservative Union	100.00
American Diabetes Assoc	700.00
American Heart Assoc	3,500.00
American Institute for Cancer Research	1,000.00
America's Vet Dogs	500.00
AMFAR	100 00
Andrews Osborne Academy	6,296 80
Arthritis Foundation	2,000.00
ASPCA	5,000.00
Avian Haven	45,000.00
Berwick Boys Foundation, Inc.	1,000 00
Best Friends	500.00
Bicycle Alliance of Washington	7,000 00
Blue Ridge Hospice, Inc	5,000 00
Boy Scouts of America	1,000.00
Boys Town	100.00
Children's Hunger Relief Fund	200.00
Cleveland Museum of Natural History	74,278 36
Coaltion to Salute America's Heroes	480.00
Colorado West Regional Mental Health	5,000 00
Competitive Enterprise Institute	500.00
Cousteau Society Inc	2,000 00
Coyote Central	5,000 00
Cure Alzheimer's Fund	5,000 00
Cystic Fibrosis Foundation	1,000.00
David Horowitz Freedom Center	1,500.00
Downtown Emergency Center	1,000.00
EarthCorps	10,000 00
Easter Seals	1,000.00
Eastside Catholic School	5,000 00
Eton School	5,000.00
Fare Start	10,000 00
Feed the Children	1,000 00
Forterra	10,000 00
Franklin Center (The)	1,000.00
Fred Hutchinson Cancer Research Center	100.00
Freedom Works	2,500 00
Fresh Air Fund	1,000.00
Georgetown Univ. - Lombardi Cancer Center. Nina Hyde Center	1,000.00
Golden Age Centers of Greater Cleveland	1,000 00
Help Hospitalized Veterans	1,000.00
Heritage Foundation (The)	5,000.00
Herobox	700 00
Hillsdale College	1,000.00
Hillsides Home for Children	10,000 00
Hopelink	5,000 00
Hospital for Special Surgery, Inc	5,000 00

AMERICAN FOUNDATION (CORPORATION)
EIN #23-7348126
YEAR ENDING 12/31/13
CHARITABLE CONTRIBUTIONS

DONEE	AMOUNT
Humane Society of Park County - Stafford Animal Shelter	5,000 00
International Fund for Animal Welfare	1,500.00
Jane Goodall Institute	50,100.00
Judicial Watch	6,500.00
KBTC Association	2,500.00
KCTS Television	2,500 00
KUOW Puget Sound FM Public Radio	2,500 00
Laguna Blanca School	20,000 00
Law Enforcement Legal Defense Fund	250.00
Leadership Institute	1,400.00
Leukemia & Lymphoma Society	1,250 00
Livingston Healthcare Foundation	10,000.00
Los Angeles Maritime Institute	14,000 00
Loudoun County Volunteer Rescue Squad Inc.	10,000.00
Loudoun Therapeutic Riding Foundation Inc.	14,000 00
Lucy Burns Institute	100.00
Magical Moon Foundation Inc.	20,000 00
Make a Wish	1,500.00
March of Dimes	600.00
Marine Corps Heritage Foundation	500 00
Memorial Sloan-Kettering Cancer Center	1,000.00
Mercatus Center	1,000 00
Morris Animal Foundation	5,000 00
Mountain Baptist Church	5,000 00
Mystic Seaport Museum	5,000 00
National Association for Olmsted Parks	15,000 00
National Down Syndrome Congress	1,000 00
National Foundation for Cancer Research	500.00
National Law Enforcecement Officers Memorial Fund	6,000 00
National Wildlife Federation	4,000.00
NDF	10 00
New York University (Institute for Rehab. Medicine)	2,000 00
North Hawaii Community Hospital	15,000.00
North Shore Animal League	500.00
Northwest Colorado Visiting Nurse Association	8,000 00
Operation Mobilization	746 70
Opportunity Partners	19,000.00
P A W.S. Animal Adoption Center	5,000.00
Pacific Lutheran University (KPLU Public Radio)	2,500.00
Paralyzed Veterans of America	2,286.00
People for the Ethical Treatment of Animals	45,000.00
Physicians Committee for Responsible Medicine	500 00
Piedmont Environmental Council	1,000 00
Pine Manor College	10,000.00
Police Athletic League, Inc.	1,000.00
Polytechnic School	10,000.00
Presbyterian Church in America	500 00
Primate Rescue Center, Inc.	35,000 00
Red Oak Camp ($5,000/ea. camp)	65,880.68
Round Hill Volunteer Fire Department Inc.	10,000.00
Salvation Army (The)	1,000.00
Sea Education Assoc Inc	14,000.00

AMERICAN FOUNDATION (CORPORATION)
EIN #23-7348126
YEAR ENDING 12/31/13
CHARITABLE CONTRIBUTIONS

DONEE	AMOUNT
Seattle Goodwill Industries	1,000 00
Seattle Humane Society	5,000 00
Seattle's Union Gospel Mission	4,372 00
Senior Services (Meals on Wheels)	1,400.00
Sixth Judicial District (CASA/GAL Program)	4,800.00
Smile Train	2,500 00
Southern Winds Equine Rescue & Recovery	1,500 00
St. Hubert's Chapel	1,840.08
St Jude Childrens Hospital	20,000 00
St Paul's School	11,141.76
State Policy Network	2,500 00
Susan G Komen for the Cure	1,000 00
The Cleveland Sight Center (Children's Services Fund)	11,395.00
The Holden Arboretum	326,340.08
The Legacy Foundation - The Border Sheriffs Project	1,000.00
The Market Foundation	5,000.00
The Rural Tier Defense Fund, Inc.	3,047.53
Tiger Haven	500.00
Town of Rockport, Maine (Seaview Cemetery)	2,000.00
Trustees of Tufts University (Cummings School of Veterinary Medicine)	40,000 00
United American Patriots	50.00
University of Virginia (Cancer Center for Women's Oncology Res.)	10,000 00
USO (The)	100.00
Virginia Polytechnic Inst. Education Fdn.(Marion duPont Equine Med. Ctr)	10,000.00
Virginia State Police Association Emergency Relief Fund	10,000.00
William George Agency for Children's Services	2,000.00
Winchester Medical Center, Inc	10,000 00
Wonder Work	300.00
Woodland Park Zoological Society	10,000.00
World Vision	500.00
World Wildlife Fund, Inc.	2,890 00
WorldLink Associates	2,027.78
Wounded Warrior Project	1,100.00
Young America's Foundation	1,350 00
Youth in Focus	4,000.00
GRAND TOTAL	1,230,332 77