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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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation WOODRUFF FOUNDATION co DINGUS AND DAGA INC		A Employer identification number 23-7425631	
Number and street (or P O box number if mail is not delivered to street address) 20600 CHAGRIN BLVD		B Telephone number (see instructions) (216) 561-9200	
City or town, state or province, country, and ZIP or foreign postal code SHAKER HEIGHTS, OH 44122		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ 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 ☒ 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) ☒ \$ 11,934,797		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (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) (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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	245,990	245,990	245,990	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	241,280			
	b Gross sales price for all assets on line 6a 4,326,854				
	7 Capital gain net income (from Part IV, line 2) . . .		241,280		
	8 Net short-term capital gain			241,280	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 5,424			
	12 Total. Add lines 1 through 11	492,694	487,270	487,270	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 6,700	3,350		3,350
	c Other professional fees (attach schedule)	 31,829	31,829		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	3,115			3,115
	23 Other expenses (attach schedule)	 103,726			103,726
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	145,370	35,179		110,191
	25 Contributions, gifts, grants paid	597,950			432,450
	26 Total expenses and disbursements. Add lines 24 and 25	743,320	35,179		542,641
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-250,626			
	b Net investment income (if negative, enter -0-)		452,091		
	c Adjusted net income (if negative, enter -0-)			487,270	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,469	3,390	3,390
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 13,007			
		Less allowance for doubtful accounts ▶	73,980	13,007	
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		10,000	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,858,145	11,931,407	11,931,407
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,934,594	11,957,804	11,934,797
	17	Accounts payable and accrued expenses	6,700	6,700	
	18	Grants payable		165,500	
	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 ▶)			
	23	Total liabilities (add lines 17 through 22)	6,700	172,200	
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	10,927,894	11,785,604	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	10,927,894	11,785,604	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,934,594	11,957,804	

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	10,927,894
2	Enter amount from Part I, line 27a	2	-250,626
3	Other increases not included in line 2 (itemize) ▶	3	1,108,336
4	Add lines 1, 2, and 3	4	11,785,604
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,785,604

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				
(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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	241,280
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	241,280

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 page 18 of 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	507,943	10,507,360	0 04834	
2011	542,942	10,879,247	0 04991	
2010	555,569	10,393,091	0 05346	
2009	558,866	9,315,496	0 05999	
2008	632,583	11,916,324	0 05309	
2	Total of line 1, column (d).		2	0 26478
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 05296
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4	11,208,469
5	Multiply line 4 by line 3.		5	593,556
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	4,521
7	Add lines 5 and 6.		7	598,077
8	Enter qualifying distributions from Part XII, line 4.		8	542,641
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	9,042
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	
3	Add lines 1 and 2.	3	9,042
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,042
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,190
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	9,190
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	148
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	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-AStatements 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?	1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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>	8b	Yes	
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>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Kara McCullough Telephone no ▶(216) 621-2901 Located at ▶627 Hanna Building Suite 966 Cleveland OH ZIP +4 ▶44115			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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	Yes	No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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).	2b		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

5b

No

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?

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

No

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

7a

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

Yes

No

b

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

7b

No

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 Additional Data Table				

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.

Form 990-PF (2013)

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
FOUNDATION MANAGEMENT SERVICES 1422 Euclid Avenue Suite 966 CLEVELAND, OH 44115	FOUNDATION MGMT	89,124
NORTHERN TRUST 200 Public Square Suite 1950 CLEVELAND, OH 44114		
ALLIANCE BERSTEIN 127 Public Square Suite 5000 Cleveland, OH 44114	Investment Advisory	13,893
	Investment Advisory	17,936
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	11,379,156
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,379,156
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	
3	Subtract line 2 from line 1d.	3	11,379,156
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	170,687
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,208,469
6	Minimum investment return. Enter 5% of line 5.	6	560,423

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	560,423
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	9,042
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,042
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	551,381
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	551,381
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	551,381

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	542,641
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	542,641
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	542,641
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				551,381
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.	42,371			
b From 2009.	95,414			
c From 2010.	81,511			
d From 2011.	5,175			
e From 2012.				
f Total of lines 3a through e.	224,471			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 542,641				
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).	0			
d Applied to 2013 distributable amount.				542,641
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).)	8,740			8,740
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	215,731			
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). . .	33,631			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	182,100			
10 Analysis of line 9				
a Excess from 2009. . . .	95,414			
b Excess from 2010. . . .	81,511			
c Excess from 2011. . . .	5,175			
d Excess from 2012. . . .				
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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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 organization 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))

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

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

WOODRUFF FOUNDATION
1422 EUCLID AVENUE SUITE 966
CLEVELAND, OH 441151901
(216) 566-1853

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

NO SPECIFIC APPLICATION OR PROPOSAL FORM IS USED APPLICANTS SHOULD SUBMIT PROPOSALS THAT SHOULD INCLUDE ITEMS SUCH AS 1 PURPOSE OF THE PROPOSAL2 A BRIEF HISTORY AND PURPOSE OF THE ORGANIZATION3 A PROFILE OF CLIENTS SERVED, A SUMMARY OF TEH SERVICES OFFERED ALONG WITH THE SERVICE AREA AND APPLICABLE STATISTICS4 AN EXPLANANTION OF SPECIFIC GRANT REQUEST INCLUDING OBJECTIVES, TIME FRAME AND BUDGET5 A STATEMENT OF INCOME AND EXPENSES FOR THE PRECEDING YEAR AND A CURRENT BUDGET6 A LIST OF THE BOARD OF TRUSTEES7 A COPY OF THE LATEST AUDITED FINANCIAL STATEMENTS8 A COPY OF THE MOST RECENT ANNUAL REPORT

c Any submission deadlines

NONE

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

NONE

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
FRANK HICKMAN	Trustee 1 00	0		
1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
DAVID DOLL	senior V Presid 1 00	0		
600 SUPERIOR AVENUE EAST CLEVELAND, OH 44114				
MARK BONHARD	Trustee 2 00	0		
1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
VALERIE RAINES	SEC/TREAS 1 00	0		
1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
FRANK FECSER	Trustee 1 00	0		
1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
RICHARD A PAULSON	President 1 00	0		
1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
ELLA HOLT THOMAS	Trustee 1 00	0		
1422 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
MARYELLEN DAVIS MD	Trustee 1 00	0		
1427 EUCLID AVENUE SUITE 966 CLEVELAND, OH 44115				
NANCY LOWERY-BREGAR	Trustee 1 00	0		
246 AURNDEL ROAD ROCKEY RIVER, OH 44116				

TY 2013 Accounting Fees Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	6,700	3,350	0	3,350

TY 2013 Contractor Compensation Explanation

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 13000170

Software Version: 2013v4.0

Contractor	Explanation
ALLIANCE BERSTEIN	INVESTMENT ADVISORY FEES
FOUNDATION MANAGEMENT SERVICES	FOUNDATION MANAGEMENT SERVICES INC. PROVIDES VARIOUS SERVICES RELATING TO THE MANAGEMENT AND TRACKING OF THE FOUNDATION ACTIVITIES. ITS COMPENSATION IS BASED ON AN ANNUAL CONTRACT THAT IS APPROVED BY THE WOODRUFF BOARD OF TRUSTEES
NORTHERN TRUST	INVESTMENT ADVISORY FEES

TY 2013 Other Expenses Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Forum	6,841			6,841
Insurance	1,625			1,625
Management Fee	89,124			89,124
Membership dues	4,157			4,157
Miscellaneous	1,779			1,779
State Registration	200			200

TY 2013 Other Income Schedule

Name: WOODRUFF FOUNDATION
co DINGUS AND DAGA INC

EIN: 23-7425631

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous	5,424		

TY 2013 Other Professional Fees Schedule**Name:** WOODRUFF FOUNDATION

co DINGUS AND DAGA INC

EIN: 23-7425631**Software ID:** 13000170**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Inv Management Fees	31,829	31,829	0	0

Wooduff Foundation
Summary of Grants Approved and Paid
December 31, 2013

Approval Date	Name	Amount
6/27/2013	Community Re-Entry Women's Re-Entry network	15,000.00
6/27/2013	The Living Miracles	7,500.00
2/26/2013	Free Medical Clinic	35,000.00
2/26/2013	New Directions	10,000.00
6/27/2013	Magnolia Club House	20,000.00
6/27/2013	North Coast Health Ministry	20,000.00
6/27/2013	Domestic Violence & Child Advocacy Ctr.	12,500.00
6/27/2013	University Settlement	7,000.00
2/26/2013	Achivement Centers for Childern	20,000.00
10/24/2013	MetroHealth Foundation	68,000.00
6/27/2013	Hitchcock Center for Women, Inc.	15,000.00
6/20/2013	The Centers for Families and Children	8,950.00
10/23/2013	NAMI Greater Cleveland	5,000.00
10/23/2013	Neighborhood Family Practice	21,000.00
10/24/2013	Recovery Resources	21,000.00
10/24/2013	Connections	21,000.00
6/20/2013	Cleveland Rape Crisis Center	15,000.00
6/27/2013	University Hospital	12,500.00
10/23/2013	Beech Brook	21,000.00
10/23/2013	Care Alliance and Centers for Families and Children	25,000.00
10/23/2013	Foundation Center-Cleveland	1,000.00
10/23/2013	Positive Education Program	12,500.00
2/26/2013	Community Assessment & Treatment Serv. Inc.	20,000.00
10/24/2013	Mental Health Advocacy Coalition	8,500.00
10/23/2013	Salvation Army	10,000.00
TOTAL APPROVED		<u><u>432,450.00</u></u>

12/31/2013

Summary of Realized Gains/(Loss)

	Symbol	Date Purchased	Date Sold	Sales Price	Cost	Gain/ (Loss)
Bernstein activity - per attached		Various	Various	1,661,039	1,509,095	151,944
Northern Trust activity:						
MFB Northern HIGH YIELD FIXED INCOME Fund	NHFIX		12/13/2013	41,706	33,529	8,177
Kinder Morgan Inc.Del Com	KMI		12/12/2013	40,136	17,757	22,379
Bristol Myers Com Stk	BMY		11/20/2013	4,349	4,299	51
MFB Northern FDS BD Index Fund	NOBOX		10/21/2013	10,560	10,891	(331)
Kinder Morgan Inc.Del Com	KMI		9/18/2013	9,079	9,540	(460)
Blackrock Inc Com Stk	BLK		8/6/2013	25,601	24,915	686
MFB Northern Multi-Mgr Large Cap Fund	NMMLX		7/1/2013	410,546	382,534	28,012
MFB Northern Multi-Mgr Small+ Cap Fund	NMMSX		5/8/2013	213,774	200,338	13,436
MFB Northern Multi-Mgr Mid Cap Fund	NMMCX		5/8/2013	220,955	193,490	27,465
MFB Northern Multi-Mgr Intl Equity Fund	NMIEX		5/8/2013	486,595	474,750	11,845
MFB Northern Multi-Mgr Large Cap Fund	NMMLX		5/8/2013	250,000	240,846	9,154
MFB Northern FDS Multi-Mgr Emerging Mkts	NMMEX		5/8/2013	438,651	482,853	(44,202)
MFB Northern HIGH YIELD FIXED INCOME Fund	NHFIX		5/9/2013	250,000	235,040	14,960
MFC SPDR GOLD TR GOLD SHS	GLD		3/25/2013	187,148	161,718	25,430
MFO PIMCO FDS Invt Mgr Ser Commodity RealRet	PCRIX		2/14/2013	76,714	103,979	(27,265)

Total - Page 1, Part I, Line 6

241,280 To AFS