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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](http://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 PROCTOR PATTERSON FOUNDATION PNC BANK NA		<b>A Employer identification number</b> 30-6081504
Number and street (or P O box number if mail is not delivered to street address) PO BOX 94651	Room/suite	<b>B Telephone number (see instructions)</b> (412) 762-5188
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 441014651		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (From Part II, col. (c), line 16) ▶ \$ 13,706,271	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	139	139		
	<b>4</b> Dividends and interest from securities	294,696	294,696		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	775,041			
	<b>b</b> Gross sales price for all assets on line 6a 5,620,196				
	<b>7</b> Capital gain net income (from Part IV, line 2)		766,425		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	295	0			
<b>12 Total.</b> Add lines 1 through 11	1,070,171	1,061,260			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	90,397	45,198		45,199
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	8,073	73		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	49,002	0		49,002
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	147,472	45,271		94,201
	<b>25</b> Contributions, gifts, grants paid	996,992			996,992
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,144,464	45,271		1,091,193	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-74,293				
<b>b Net investment income</b> (if negative, enter -0-)		1,015,989			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	139,038	38,575	38,575		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	0 <input checked="" type="checkbox"/>	1,191,065	1,305,676		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	0 <input checked="" type="checkbox"/>	4,905,181	6,409,492		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	0 <input checked="" type="checkbox"/>	657,356	732,092		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	11,057,565 <input checked="" type="checkbox"/>	4,519,949	5,220,436		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	11,196,603	11,312,126	13,706,271			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>		<b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	11,196,603	11,419,651			
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	0	-107,525				
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	11,196,603	11,312,126				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	11,196,603	11,312,126				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	11,196,603
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-74,293
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	189,816
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	11,312,126
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	11,312,126

**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)
<b>1 a</b> SALES OF PUBLICLY TRADED SECURITIES			
<b>b</b> CLASS ACTION SETTLEMENTS	P		
<b>c</b> CAPITAL GAINS DIVIDENDS	P		
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 5,570,533		4,853,842	716,691
<b>b</b> 71			71
<b>c</b> 49,663			49,663
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			716,691
<b>b</b>			71
<b>c</b>			49,663
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	766,425
<b>3</b> 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 . . . . . }	<b>3</b>	

**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	1,075,640	12,803,028	0.084015
2011	1,114,207	13,087,147	0.085138
2010	1,109,669	12,829,551	0.086493
2009	1,088,758	12,258,984	0.088813
2008	1,154,463	14,728,916	0.078381

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.422840
<b>3</b> 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 . . . . .	<b>3</b>	0.084568
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	<b>4</b>	13,109,815
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	1,108,671
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	10,160
<b>7</b> Add lines 5 and 6. . . . .	<b>7</b>	1,118,831
<b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .	<b>8</b>	1,091,193

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes columns for line numbers and amounts. Total tax due is 7,954.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Columns include question text, line number, Yes, and No. Includes questions about political activities, unrelated business income, and substantial contributors.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>PNC BANK NA</b> Telephone no <b>(412) 762-5188</b> Located at <b>620 LIBERTY AVENUE PITTSBURGH PA</b> ZIP +4 <b>15222</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

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

<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. <input type="checkbox"/>	<b>1b</b>	<b>No</b>
<b>c</b>	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?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

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

**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
PNC BANK NA PO BOX 94651 CLEVELAND, OH 441014651	TRUSTEE 18 00	90,397	0	0

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

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

**Total** number of other employees paid over \$50,000. 0

**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
<b>1</b> ISSUED SCHOLARSHIPS TO 40 STUDENTS FOR STUDY AT VARIOUS INSTITUTIONS	253,400
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	0
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b> 	0

**Total.** Add lines 1 through 3 . . . . . **0**



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	13,309,457
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	0
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	13,309,457
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	13,309,457
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	199,642
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	13,109,815
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	655,491

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	655,491
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	20,320
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	20,320
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	635,171
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	17,597
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	652,768
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	652,768

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,091,193
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,091,193
<b>5</b>	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). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,091,193

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				652,768
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	413,977			
<b>b</b> From 2009. . . . .	467,594			
<b>c</b> From 2010. . . . .	470,698			
<b>d</b> From 2011. . . . .	483,704			
<b>e</b> From 2012. . . . .	450,757			
<b>f</b> Total of lines 3a through e. . . . .	2,286,730			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,091,193</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				652,768
<b>e</b> Remaining amount distributed out of corpus	438,425			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,725,155			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	413,977			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,311,178			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	467,594			
<b>b</b> Excess from 2010. . . . .	470,698			
<b>c</b> Excess from 2011. . . . .	483,704			
<b>d</b> Excess from 2012. . . . .	450,757			
<b>e</b> Excess from 2013. . . . .	438,425			

**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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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  
 KEVIN MCMANAMON  
 1900 E NINTH ST B7-YB13-13-2  
 CLEVELAND, OH 44114  
 (216) 222-5853

**b** The form in which applications should be submitted and information and materials they should include  
 APPLICATIONS AVAILABLE UPON REQUEST

**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  
 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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 996,992
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0



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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [ ] Yes [x] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: \*\*\*\*\* Date: 2014-05-06 Title: \*\*\*\*\* May the IRS discuss this return with the preparer shown below (see instr.)? [ ] Yes [x] No

Paid Preparer Use Only. Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MEDICARE REIMB FOR THE RELIEF OF THE POOR DISTRESSED OR UNDERPRIVILEGED PNC BANK PO BOX 94651 CLEVELAND, OH 44101	N/A	NC	MEDICARE REIMBURSEMENT FOR 300 QUALIFIED INDIVIDUALS	436,728
ASSISTANCE TO THE POOR DISTRESSED OR UNDERPRIVILEGED PER GOV DOCUMENT PNC BANK PO BOX 94651 CLEVELAND, OH 44101	N/A	NC	SUPPORT FOR 163 QUALIFIED NEEDY AND DESERVING INDIVIDUALS	306,864
APPALACHIAN STATE UNIVERSITY 287 RIVERS STREET BOONE, NC 28608	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	10,800
BROCK UNIVERSITY 500 GLENRIDGE AVENUE ST CATHARINES, ONTARIO CA	N/A	PC	SCHOLARSHIPS FOR THREE STUDENTS	15,300
CALIFORNIA UNIVERSITY OF PENNSYLVANIA 250 UNIVERSITY AVENUE CALIFORNIA, PA 15419	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	7,000
CAROLINAS COLLEGE OF HEALTH SCIENCES 1200 BLYTHE BLVD CHARLOTTE, NC 28203	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	5,000
CENTRAL MICHIGAN UNIVERSITY 1200 S FRANKLIN STREET MT PLEASANT, MI 48859	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	16,000
CLEMSON UNIVERSITY CLEMSON UNIVERSITY CLEMSON, SC 29634	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	7,000
CLEVELAND STATE UNIVERSITY 2121 EUCLID AVENUE CLEVELAND, OH 44115	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	14,000
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	5,000
EAST CAROLINA UNIVERSITY 1001 E 5TH STREET GREENVILLE, NC 27858	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	5,800
GARDNER-WEBB UNIVERSITY 110 S MAIN STREET BOILING SPRINGS, NC 28017	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	16,000
GROVE CITY COLLEGE 100 CAMPUS DRIVE GROVE CITY, PA 16127	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	7,500
HOCHSCHULE OSNABRUECK PO BOX 19 40 OSNABRUCK 49009 GM	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	6,000
KENT STATE UNIVERSITY 800 E SUMMIT STREET KENT, OH 44240	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	14,000
<b>Total . . . . .</b>				996,992

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LAKELAND COMMUNITY COLLEGE 7700 CLOCKTOWER DRIVE KIRTLAND, OH 44094	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	3,500
MEDAILLE COLLEGE 18 AGASSIZ CIR BUFFALO, NY 14214	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
MICHIGAN STATE UNIVERSITY 220 TROWBRIDGE ROAD EAST LANSIN, MI 48824	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
MONTREAT COLLEGE 310 GAITHER CIR MONTREAT, NC 28757	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
NORTH CAROLINA STATE UNIVERSITY NORTH CAROLINA STATE UNIVERSITY RALEIGH, NC 27607	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	13,400
TEXAS A&M UNIVERSITY TEXAS AM UNIVERSITY COLLEGE STATION, TX 77843	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
UNIVERSITY OF TAMPA 401 W KENNEDY BLVD TAMPA, FL 33606	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
UNIVERSITY OF ALABAMA - HUNTSVILLE 301 SPARKMAN DRIVE HUNTSVILLE, AL 35805	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	6,000
UNIVERSITY OF MICHIGAN 500 S STATE STREET ANN ARBOR, MI 48109	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
UNIVERSITY OF NORTH CAROLINA UNIVERSITY OF NORTH CAROLINA CHAPEL HILL, NC 27523	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	6,600
UNIVERSITY OF NORTH CAROLINA - CHARLOTTE 9201 UNIVERSITY CITY BLVD CHARLOTTE, NC 28223	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	9,500
UNIVERSITY OF SOUTH CAROLINA UNIVERSITY OF SOUTH CAROLINA COLUMBIA, SC 29208	N/A	PC	SCHOLARSHIPS FOR TWO STUDENTS	15,500
UNIVERSITY OF GUELPH 1 TRENT LANE GUELPH, ONTARIO CA	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	5,000
UNIVERSITY OF HOUSTON 4800 CALHOUN ROAD HOUSTON, TX 77004	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	5,000
YALE UNIVERSITY YALE UNIVERSITY NEW HAVEN, CT 06520	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	8,000
<b>Total . . . . .</b>				996,992



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YORK TECHNICAL COLLEGE 452 S ANDERSON ROAD ROCK HILL, SC 29730	N/A	PC	SCHOLARSHIP FOR ONE STUDENT	3,500
<b>Total . . . . .</b>				<b>996,992</b>

**TY 2013 All Other Program  
Related Investments Schedule**

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Category	Amount
N/A	0

## TY 2013 Explanation of Non-Filing with Attorney General Statement

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

**Statement:** THIS TRUST DOES NOT PROVIDE A COPY OF FORM 990-PF TO THE OHIO ATTORNEY GENERAL BECAUSE, IN LIEU THEREOF, IT IS REQUIRED TO FILE AN ON-LINE ANNUAL REPORT WITH THE OHIO ATTORNEY GENERAL'S OFFICE AT [WWW.OHIOATTORNEYGENERAL.GOV](http://WWW.OHIOATTORNEYGENERAL.GOV)

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	657,356	732,092

**TY 2013 Investments Corporate  
Stock Schedule****Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA**EIN:** 30-6081504

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
COMMON STOCK	4,905,181	6,409,492

**TY 2013 Investments Government  
Obligations Schedule**

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

**US Government Securities - End of  
Year Book Value:** 1,191,065

**US Government Securities - End of  
Year Fair Market Value:** 1,305,676

**State & Local Government  
Securities - End of Year Book  
Value:** 0

**State & Local Government  
Securities - End of Year Fair  
Market Value:** 0

## TY 2013 Investments - Other Schedule

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED INCOME	AT COST	2,823,017	2,757,126
MUTUAL FUNDS - EQUITIES	AT COST	1,696,932	2,463,310

## TY 2013 Other Expenses Schedule

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO STATE FILING FEES	200	0		200
MISC FOUNDATION EXPENSES	36,052	0		36,052
INTERNATIONAL SCHOLARSHIP & TUITION SERVICE	12,750	0		12,750



## TY 2013 Other Income Schedule

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	295		295

## TY 2013 Other Increases Schedule

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Description	Amount
DIFFERENCE BETWEEN TAX COST AND CARRYING VALUE	189,816

# TY 2013 Taxes Schedule

**Name:** PROCTOR PATTERSON FOUNDATION PNC BANK NA

**EIN:** 30-6081504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED TAX PAID FOR 12/31/13	8,000	0		0
FOREIGN TAXES PAID	73	73		0