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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

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▶ **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 THE TOOTS FOUNDATION		A Employer identification number 31-1679841
Number and street (or P O box number if mail is not delivered to street address) Room/suite 8110 PLAINFIELD RD		B Telephone number (see instructions) (513) 985-0033
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45236		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,016,238	J 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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	450			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities.	24,983	24,983		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	21,032			
	b Gross sales price for all assets on line 6a 232,601				
	7 Capital gain net income (from Part IV, line 2)		21,032		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	46,474	46,024			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <input checked="" type="checkbox"/>	359	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <input checked="" type="checkbox"/>	14,217	14,217		0
	24 Total operating and administrative expenses. Add lines 13 through 23	14,576	14,217		0
	25 Contributions, gifts, grants paid	30,100			30,100
26 Total expenses and disbursements. Add lines 24 and 25	44,676	14,217		30,100	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,798				
b Net investment income (if negative, enter -0-)		31,807			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	7,857	76,877	76,877	
	3 Accounts receivable ▶ <u>7,220</u>				
	Less allowance for doubtful accounts ▶ _____	1,899	7,220	7,220	
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	524,160 <input checked="" type="checkbox"/>	480,549	629,011	
	c Investments—corporate bonds (attach schedule)	147,105 <input checked="" type="checkbox"/>	61,676	61,861	
	11 Investments—land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	178,421 <input checked="" type="checkbox"/>	234,918	241,269		
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)	859,442	861,240	1,016,238		
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 ▶ _____)				
	23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	900	900		
	29 Retained earnings, accumulated income, endowment, or other funds	858,542	860,340		
	30 Total net assets or fund balances (see page 17 of the instructions)	859,442	861,240		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	859,442	861,240			

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	859,442
2	Enter amount from Part I, line 27a	2	1,798
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	861,240
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	861,240

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)
1 a PUBLICALLY TRADED SECURITIES			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 232,601		211,569	21,032
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			21,032
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	21,032
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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			
2011			
2010			
2009			
2008	0		0.000000

2 Total of line 1, column (d).	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	
5 Multiply line 4 by line 3.	5	
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	
8 Enter qualifying distributions from Part XII, line 4.	8	

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 amounts like 636, 0, 1,001, 365, and 0.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors. Includes Yes/No columns.

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of HENRY SCHNEIDER Telephone no (513) 985-0033 Located at 8110 PLAINFIELD ROAD CINCINNATI OH ZIP +4 45236
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? 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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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.
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 2012, 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).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 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.).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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
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	
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	▶

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	848,872
b	Average of monthly cash balances.	1b	20,330
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	869,202
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	869,202
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,038
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	856,164
6	Minimum investment return. Enter 5% of line 5.	6	42,808

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	42,808
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	636
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	636
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	42,172
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	42,172
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	42,172

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	30,100
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	30,100
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	30,100

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				42,172
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			30,407	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>30,100</u>				
a Applied to 2012, but not more than line 2a			30,100	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Elected as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			307	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				42,172
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
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)

	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))

HENRY W SCHNEIDER

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 30,100
b <i>Approved for future payment</i>				
Total				3b 0

TY 2013 Applied to Prior Year Election

Name: THE TOOTS FOUNDATION

EIN: 31-1679841

Election: THE TRUSTEES OF THE TOOTS FOUNDATION ELECT UNDER IRS REGULATION 53.4942(A)-3(D)(2) TO APPLY EXCESS QUALIFYING DISTRIBUTIONS TO PRIOR YEARS UNDISTRIBUTED INCOME. \$2 IS TO BE APPLIED TO 2009, \$45,051 TO 2010.

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE TOOTS FOUNDATION

EIN: 31-1679841

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP	0	0
BP CAPITAL MARKETS	0	0
CA INC	31,282	31,381
HEALTH CARE PROPERTIES	0	0
HEALTH CARE PROPERTIES	0	0
HEWLETT PACKARD	30,394	30,480
CRH AMERICA	0	0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE TOOTS FOUNDATION**EIN:** 31-1679841

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	1,899	3,028
ABBVIE	2,060	4,172
AFLAC	0	0
AMERICAN TOWER	13,587	16,922
AMERICAN WATER WKS	8,269	12,763
APPLE	6,142	9,537
AVON PRODUCTS	7,665	4,632
BAXTER INTERNATIONAL	7,354	9,528
BED BATH & BEYOND	4,354	5,862
COMCAST CORP	3,120	7,015
CITRIX SYSTEMS	7,499	6,515
CELGENE	3,839	11,490
CISCO SYSTEMS	12,548	13,862
CONAGRA	6,279	8,054
CORNING	9,183	9,142
DARDEN RESTAURANTS	9,240	10,113
DIGITAL RLTY TR	4,260	3,831
DU PONT E I DE NEMOURS	3,184	4,532
E M C CORP	5,988	6,262
EXXON	10,745	13,864
EXPRESS SCRIPTS	5,025	6,532
FORD MOTOR CO	11,305	11,048
FIFTH THIRD BANCORP	22,481	18,717
GE	6,265	11,324
GOOGLE	2,792	5,604
HONEYWELL	6,700	13,066
HESS CORP	3,881	5,395
INFOSYS TECH	4,123	3,622
INTEL	12,262	13,471
IBM	10,489	10,316

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE	13,009	15,907
JOHNSON & JOHNSON	4,150	6,228
KELLOGG	2,477	2,870
KRAFT	5,282	8,033
KIMBERLY CLARK	5,881	8,566
LINEAR TECHNOLOGY	0	0
MARATHON OIL	5,428	6,601
MONDELEZ INTERNATIONAL	7,030	11,049
MEDTRONIC	1,656	2,640
MICROSOFT	0	0
NEWELL RUBBERMAID	3,549	7,357
NEXTERA ENERGY	3,242	4,538
NORFOLK SOUTHERN	14,360	20,144
OPKO HEALTH	14,738	42,200
OCCIDENTAL	2,872	2,663
ORACLE	14,061	17,600
PETSMART	4,366	4,365
PACCAR	8,576	9,586
PPL CORP	10,050	11,434
PETRLEO BRAS VTG	7,024	2,494
PHILLIP MORRIS	8,012	7,842
PEPSICO	7,708	9,953
PFIZER	8,551	12,191
PROCTER & GAMBLE	3,572	6,106
PUB SVC ENTERPRISE	8,794	8,939
QUALCOMM	5,129	7,276
SCHLUMBERGER	4,751	4,776
TEVA PHARMACEUTICAL	4,544	3,407
TARGET	10,171	10,629
3M CORP	3,730	5,750

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRAVELERS	7,022	10,774
THE MOSAIC CO	2,505	1,512
THERMO FISHER SCIENTIFIC	3,811	7,485
TELEFONICA SA SPAIN	4,796	3,121
UPS	7,500	11,979
UNITED HEALTH GROUP	3,033	5,196
US BANCORP	13,970	17,776
UNITED TECHS CROP	8,125	12,946
VALERO ENERGY	5,922	12,247
VIACOM	0	0
VODAFONE	0	0
WAL-MART	8,669	12,354
WELLS FARGO	9,945	12,258

TY 2013 Investments - Other Schedule**Name:** THE TOOTS FOUNDATION **EIN:** 31-1679841

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD MSCI EM MKTS	AT COST	7,330	7,405
VANGUARD FTSE DEV MKS	AT COST	34,324	35,970
SPDR GOLD TRUST	AT COST	2,020	1,393
HENDERSON INTERNAT'L	AT COST	25,348	30,140
HARTFORD FLOATING RATE	AT COST	16,496	16,675
INVESCO DEVELOPING MKTS	AT COST	12,372	11,964
MUNDER INTERNATIONAL EQUITY	AT COST	0	0
LOOMIS SAYLES INVT GRADE	AT COST	0	0
THOMAS WHITE INT'L	AT COST	26,898	27,875
TEMPLETON GLOBAL BOND	AT COST	10,130	9,847
NANO DETECTION TECHNOLOGY	AT COST	50,000	50,000
THINKVINE	AT COST	50,000	50,000

TY 2013 Other Expenses Schedule

Name: THE TOOTS FOUNDATION

EIN: 31-1679841

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	14,217	14,217		0

TY 2013 Taxes Schedule

Name: THE TOOTS FOUNDATION

EIN: 31-1679841

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO STATE TAX	200	0		0
FOREIGN TAXES PAID	159	0		0

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)				
a <i>Paid during the year</i>				
UNIVERSITY OF CINCINNATI 51 GOODMAN DRIVE UNIVERSITY HALL SUITE 100 CINCINNATI, OH 45219	NONE	PUBLIC CHARITY	SCHOLARSHIPS	1,000
ADATH ISRAEL 3201 E GALBRAITH ROAD CINCINNATI, OH 45236	NONE	PUBLIC CHARITY	RELIGIOUS PURPOSES	18,000
HILLEL OF UC 2615 CLIFTON AVENUE CINCINNATI, OH 45220	NONE	PUBLIC CHARITY	SOCIAL SUPPORT	5,500
JEWISH EDUCATION FOR EVERY PERSON 1995 SECTION ROAD CINCINNATI, OH 45237	NONE	PUBLIC CHARITY	SOCIAL SUPPORT	3,600
JEWISH FAMILY SERVICE 8487 RIDGE ROAD CINCINNATI, OH 45236	NONE	PUBLIC CHARITY	SOCIAL SUPPORT	2,000
Total				30,100