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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

| Do not enter Social Security numbers on this form as it may be made public

▶ **Information about Form 990 and its instructions is at** www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **and ending**

B Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
SHADYBROOK INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
PO BOX 342

City or town, state or province, country, and ZIP or foreign postal code
MENTOR, OH 44061-0342

F Name and address of principal officer: STEPHEN IMBORNONI
3809 WESTWOOD, UNIVERSITY HTS, OH 44118

D Employer identification number
34-0821255

E Telephone number
(216) 556-5683

G Gross receipts $ 352,146.

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.SHADYBROOK.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1955 **M** State of legal domicile OH

SCANNED AUG 15 2014

RECEIVED
AUG 12 7 2014
IRS-OSC
OGDEN, UT

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: SEE ATTACHED MISSION STATEMENT

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	3
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	3,477.	4,372.
9	Program service revenue (Part VIII, line 2g)	2,459.	2,045.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	70,335.	71,088.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	76,271.	77,505.

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	400.	4,098.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	22,670.	26,201.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	28,522.	25,889.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	51,592.	56,188.
19	Revenue less expenses. Subtract line 18 from line 12	24,679.	21,317.

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	854,264.	986,112.
21	Total liabilities (Part X, line 26)	0.	0.
22	Net assets or fund balances. Subtract line 21 from line 20	854,264.	986,112.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer Stephen Imbornoni 8/1/14 Date

▶ STEPHEN IMBORNONI, TREASURER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: LAWRENCE A DEBALTZO	Preparer's signature: LAWRENCE A DEBALTZO	Date: 7/28/14	Check ☐ if self-employed	PTIN: P00327960
Firm's name ▶ HOBE & LUCAS CPAS			Firm's EIN ▶	31-1488076
Firm's address ▶ 4807 ROCKSIDE ROAD, #510 INDEPENDENCE, OH 44131			Phone no	216-524-8900

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

2 G17

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III ☐

1 Briefly describe the organization's mission:
TO CREATE OPPORTUNITIES FOR SPIRITUAL EXPLORATION AND LIFELONG LEARNING IN A DIVERSE AND WELCOMING COMMUNITY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses $ 11,608. including grants of $ 4,098.) (Revenue $ 2,045.)
SEE ATTACHED SCHEDULE

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O.)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ▶ 11,608.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	1		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	3		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		5a		X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5b		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5c		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions*

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 10		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 10		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c		
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶OH

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

STEPHEN IMBORNONI PHD - (216) 321-3380

3809 WESTWOOD ROAD, UNIVERSITY HTS, OH 44118-3132

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LAURA IMBORNONI	4.00									
TRUSTEE		X						0.	0.	0.
(2) JOYCE WOLPERT	3.00									
TRUSTEE		X						0.	0.	0.
(3) NANCY HERRICK	3.00									
TRUSTEE		X						0.	0.	0.
(4) JONATHAN BLACKSHIRE	3.00									
TRUSTEE		X						0.	0.	0.
(5) DEAN WILLIAMS	3.00									
TRUSTEE		X						0.	0.	0.
(6) KIM HOLT	3.00									
TRUSTEE		X						0.	0.	0.
(7) RANNIGAN WALSH	3.00									
TRUSTEE		X						0.	0.	0.
(8) GARY ROSENTHAL	8.00									
CHAIR				X				0.	0.	0.
(9) STEPHEN IMBORNONI	6.00									
TREASURER				X				0.	0.	0.
(10) TAMMY LOUKAS	5.00									
VICE-CHAIR				X				0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3	Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b	1,732.				
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,640.				
	g Noncash contributions included in lines 1a-1f $						
	h **Total.** Add lines 1a-1f			4,372.			
Program Service Revenue		**Business Code**					
	2a PROGRAM INCOME (RETREA	900099		2,045.	2,045.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f			2,045.			
	3 Investment income (including dividends, interest, and other similar amounts)			18,939.			18,939.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	326,790.					
	b Less: cost or other basis and sales expenses	274,641.					
	c Gain or (loss)	52,149.					
	d Net gain or (loss)			52,149.			52,149.
Other Revenue	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue		**Business Code**				
	11a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d						
	12 **Total revenue.** See instructions			77,505.	2,045.	0.	71,088.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	4,098.	4,098.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	24,339.		24,339.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	1,862.		1,862.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	1,445.		1,445.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	9,856.		9,856.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)	977.		977.	
12 Advertising and promotion	1,049.		1,049.	
13 Office expenses	3,170.		3,170.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	1,713.		1,713.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a PROGRAM/MEETING RELATED	7,510.	7,510.		
b FOREIGN TAXES PAID	169.		169.	
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	56,188.	11,608.	44,580.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		26,189.	1	32,515.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net			4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment. cost or other basis Complete Part VI of Schedule D	10a 1,255.			
	b	Less: accumulated depreciation	10b 1,255.	0.	10c	0.
	11	Investments - publicly traded securities		828,075.	11	953,597.
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		854,264.	16	986,112.
Liabilities	17	Accounts payable and accrued expenses			17	
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		0.	26	0.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☒ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		0.	30	0.
	31	Paid-in or capital surplus, or land, building, or equipment fund		0.	31	0.
	32	Retained earnings, endowment, accumulated income, or other funds		854,264.	32	986,112.
	33	Total net assets or fund balances		854,264.	33	986,112.
	34	Total liabilities and net assets/fund balances		854,264.	34	986,112.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	77,505.
2	Total expenses (must equal Part IX, column (A), line 25)	2	56,188.
3	Revenue less expenses. Subtract line 2 from line 1	3	21,317.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	854,264.
5	Net unrealized gains (losses) on investments	5	110,531.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	986,112.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.**

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
SHADYBROOK INC	34-0821255

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	2,773.	2,460.	2,122.	3,477.	4,372.	15,204.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	2,773.	2,460.	2,122.	3,477.	4,372.	15,204.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						15,204.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	2,773.	2,460.	2,122.	3,477.	4,372.	15,204.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	20,079.	18,325.	16,966.	15,998.	18,938.	90,306.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						105,510.

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	14.41 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	12.07 %

16a **33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☒

b **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

EXPLANATION: SEE ATTACHED STATMENT.

Shadybrook, Inc.
34-0821255

2013 Tax Information Statement

Payer's Name and Address:
U.S. BANK, N.A.
P.O. BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number:	**190006362900**
Recipient's Tax ID Number:	**XX-XXX1255**
Payer's Federal ID Number:	**31-1811281**
Payer's State ID Number:	
State:	**OH**
Questions?	**(513)632-3035**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref: 7
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*	Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B											
7110720	ADECCO SA	UNK									
			110.0000	07/19/2013	08/16/2012	7,094.47	5,007.76	0.00	2,086.71	0.00	0.00
023135106	AMAZON COM INC COM	AMZN									
			30.0000	01/31/2013	Various	7,983.51	6,391.48	0.00	1,592.02	0.00	0.00
052769106	AUTODESK INC COM W/RIGHTS EXP 12/14/2005	ADSK									
			100.0000	02/08/2013	05/18/2012	3,882.56	2,991.37	0.00	891.19	0.00	0.00
149123101	CATERPILLAR INC COM W/RTS EXP 12/11/2006	CAT									
			30.0000	09/25/2013	05/01/2013	2,541.65	2,488.05	0.00	53.60	0.00	0.00
26875P101	EOG RES INC COM	EOG									
			30.0000	04/16/2013	04/25/2012	3,557.13	3,161.40	0.00	395.73	0.00	0.00
30161N101	EXELON CORP COM	EXT									
			240.0000	10/24/2013	06/24/2013	6,674.65	7,358.41	0.00	-683.76	0.00	0.00
478160104	JOHNSON & JOHNSON COM	JNJ									
			20.0000	05/03/2013	11/15/2012	1,712.75	1,379.66	0.00	333.09	0.00	0.00
56418H100	MANPOWER INC WIS COM	MAN									
			20.0000	01/30/2013	08/03/2012	1,013.69	721.80	0.00	291.89	0.00	0.00

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This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

Shadybrook, Inc.
34-0821255

2013 Tax Information Statement

Payer's Name and Address:
U.S. BANK, N.A.
P O. BOX 11 18, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number: 190006362900
Recipient's Tax ID Number: XX-XXX1255
Payer's Federal ID Number: 31-1811281
Payer's State ID Number:
State: OH
Questions? (513)632-3035

☐ **Corrected**
☐ **2nd TIN notice**

Recipient's Name and Address:
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*						
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
56418H100	MANPOWER INC WIS COM		MAN					
10.0000	01/30/2013	08/03/2012	513 37	360.90	0.00	152.47	0 00	0 00
56418H100	MANPOWER INC WIS COM		MAN					
60.0000	01/31/2013	08/03/2012	3,072 76	2,165 38	0 00	907 38	0 00	0 00
56418H100	MANPOWER INC WIS COM		MAN					
10.0000	02/05/2013	08/03/2012	521.34	360.90	0.00	160.44	0.00	0 00
580645109	MCGRAW HILL COS INC		MHP					
120.0000	10/29/2013	Various	8,570 96	6,422 20	0 00	2,148 75	0 00	0 00
62855J104	MYRIAD GENETICS INC COM		MYGN					
350.0000	10/10/2013	Various	8,606 91	9,166.49	0.00	-559 58	0 00	0 00
7077524	NOVO NORDISK		UNK					
60.0000	05/21/2013	10/26/2012	10,240 50	9,732 01	0 00	508 49	0 00	0 00
7077524	NOVO NORDISK		UNK					
30.0000	06/03/2013	Various	4,894.87	4,779.57	0.00	115 30	0 00	0 00
904767704	UNILEVER PLC SPONSORED ADR NEW		UL					
150.0000	01/29/2013	06/01/2012	6,047.67	4,671.95	0 00	1,375 72	0.00	0 00
913903100	UNIVERSAL HLTH SVCS INC CL B COM		UHS					
120 0000	03/27/2013	10/26/2012	7,716 02	5,121.19	0.00	2,594.83	0 00	0 00

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This is important tax information and is being furnished to the Internal Revenue *Service (except* as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

Shadybrook, Inc
34-0821255

2013 Tax Information Statement

Payer's Name and Address:
U.S. BANK, N.A.
P.O. BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number: 190006362900
Recipient's Tax ID Number: XX-XXX1255
Payer's Federal ID Number: 31-1811281
Payer's State ID Number:
State: OH
Questions? (513)632-3035

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref:
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15,*
92342Y109	VERIFONE SYSTEMS INC		PAY					
230.0000	09/20/2013	10/09/2012	5,422.01	6,878.27	0 00	-1,456.26	0 00	0.00
959802109	WESTERN UNION CO		WU					
600.0000	03/01/2013	08/02/2012	8,542.49	10,191.45	0 00	-1,648.96	0 00	0 00
Total Short Term Sales Reported on 1099-B			**98,609.31**	**89,350.24**	**0.00**	**9,259.05**	**0.00**	**0 00**
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
023135106	AMAZON COM INC COM		AMZN					
10 0000	01/31/2013	11/21/2011	2,661 17	1,882 94	0.00	778.23	0 00	0 00
025816109	AMERICAN EXPRESS CO COM		AXP					
120.0000	05/03/2013	03/04/2011	8,480.07	5,246.07	0 00	3,234 00	0 00	0.00
052769106	AUTODESK INC COM W/RIGHTS EXP 12/14/2005		ADSK					
150.0000	08/01/2013	05/18/2012	5,185.06	4,487 05	0 00	698 01	0 00	0 00
143658300	CARNIVAL CORP		CCL					
320.0000	04/15/2013	Various	10,738 25	10,378 48	0 00	359.77	0.00	0 00
156782104	CERNER CORP COM		CERN					
50 0000	10/22/2013	01/26/2012	2,910.96	1,491.36	0.00	1,419 60	0.00	0 00

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Shadybrook, Inc.
34-0821255

2013 Tax Information Statement

Ref:-7

Payer's Name and Address:
U.S. BANK, N.A.
P.O. BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number: 190006362900
Recipient's Tax ID Number: XX-XXX1255
Payer's Federal ID Number: 31-1811281
Payer's State ID Number:
State: OH
Questions? (513)632-3035
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
254709108	-DISCOVER FINL SVCS		DFS					
320.0000	04/12/2013	Various	13,630.89	7,443.14	0.00	6,187.75	0.00	0.00
615369105	MOODY'S CORPORATION COM		MCO					
170.0000	02/06/2013	11/17/2011	7,976.54	5,540.30	0.00	2,436.24	0.00	0.00
65249B109	NEWS CORP NEW CL A W		NWSA					
.5000	08/09/2013	07/22/2011	8.04	0.00	0.00	8.04	0.00	0.00
696429307	PALL CORP COM		PLL					
120.0000	08/09/2013	06/01/2012	8,598.41	6,584.42	0.00	2,013.99	0.00	0.00
747525103	QUALCOMM INC COM W/RTS ATTACHED		QCOM					
90.0000	09/16/2013	08/07/2012	6,139.16	5,513.61	0.00	625.55	0.00	0.00
4732495	TELENOR ASA		UNK					
690.0000	01/30/2013	02/21/2011	15,149.16	11,080.09	0.00	4,069.07	0.00	0.00
92769L101	VIRGIN MEDIA INC		VMED					
100.0000	02/05/2013	11/23/2011	4,573.83	2,208.56	0.00	2,365.27	0.00	0.00
92769L101	VIRGIN MEDIA INC		VMED					
70.0000	02/05/2013	11/23/2011	3,162.66	1,545.99	0.00	1,616.67	0.00	0.00
92769L101	VIRGIN MEDIA INC		VMED					
210.0000	02/06/2013	11/23/2011	9,315.39	4,637.98	0.00	4,677.41	0.00	0.00

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Shady brook, Inc.
34-0821255

2013 Tax Information Statement

Ref:

Payer's Name and Address:
U.S. BANK, N.A.
P.O. BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number: 190006362900
Recipient's Tax ID Number: XX-XXX1255
Payer's Federal ID Number: 31-1811281
Payer's State ID Number:
State: OH
Questions? (513)632-3035

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
92769L101	VIRGIN MEDIA INC		VMED					
80.0000	02/06/2013	11/23/2011	3,578.46	1,766.85	0.00	1,811 61	0.00	0 00
Total Long Term Sales Reported on 1099-B			**102,108.05**	**69,806.84**	**0.00**	**32,301.21**	**0.00**	**0 00**

Report on Form 8949, Part II, with Box D checked

TEP200917_56_1527 17 of 32

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

Shadybrook, Inc.
34-0821255

2013 Tax Information Statement

Ref:

Payer's Name and Address:
U.S. BANK, N.A.
P.O. BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number: 190006362900
Recipient's Tax ID Number: XX-XXX1255
Payer's Federal ID Number: 31-1811281
Payer's State ID Number:
State: OH
Questions? (513)632-3035

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B								
3134A4KX1	FEDERAL HOME LN MTG CORP NT DTD 2/20/200	UNK						
10000 0000	10/31/2013	03/08/2013	13,016 80	14,343 70	0.00	-1,326 90	0 00	0 00
Total Short Term Sales Reported on 1099-B			**13,016 80**	**14,343.70**	**0.00**	**-1,326.90**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box B checked								
Long Term Sales Reported on 1099-B								
3137EACL1	F H L M C M T N 0.875% 10/28/13	UNK						
28000.0000	06/25/2013	10/26/2011	28,054.04	28,260.12	0.00	-206 08	0 00	0.00
3137EACL1	F H L M C M T N 0.875% 10/28/13	UNK						
18000.0000	07/31/2013	10/26/2011	18,009 36	18,167.22	0.00	-157 86	0.00	0 00
38259P508	GOOGLE INC CL A	GOOG						
10.0000	05/15/2013	06/29/2010	9,087 29	4,578.68	0.00	4,508.61	0 00	0 00
747525103	QUALCOMM INC COM W/RTS ATTACHED	QCOM						
40 0000	09/16/2013	06/02/2010	2,728 51	1,430.83	0.00	1,297.68	0.00	0 00

TEF2001 7.96.1523.19.0132

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Shadybrook, Inc.
34-0821255

2013 Tax Information Statement

Payer's Name and Address:
U.S. BANK, N.A.
P.O. BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118

Account Number: 190006362900
Recipient's Tax ID Number: XX-XXX1255
Payer's Federal ID Number: 31-1811281
Payer's State ID Number:
State: OH
Questions? (513)632-3035
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SHADYBROOK, INC.
STEVE IMBORNONI, TREASURER
3809 WESTWOOD RD
UNIVERSITY HT, OH 44118-3132

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description *(Box 8)*	Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange / Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 2a)*				*(Box 4)*	*(Box 15)*
912828JW1	U S TREASURY NT 1.500% 12/31/13	UNK					
2000.0000	09/13/2013 01/23/2009	2,005 63	1,988 75	0 00	16 88	0.00	0 00
912828KY5	U S TREASURY NT 2.625% 6/30/14	UNK					
24000.0000	09/13/2013 08/07/2009	24,442.50	23,823 75	0.00	618 75	0 00	0 00
912828KY5	U S TREASURY NT 2.625% 6/30/14	UNK					
21000.0000	11/21/2013 08/07/2009	21,295 31	20,845.78	0.00	449 53	0 00	0.00
904767704	UNILEVER PLC SPONSORED ADR NEW	UL					
155 0000	01/29/2013 02/16/2000	6,249 25	2,044 92	0.00	4,204 33	0 00	0.00
Total Long Term Sales Reported on 1099-B		**111,871.89**	**101,140.05**	**0.00**	**10,731 84**	**0 00**	**0.00**

Report on Form 8949, Part II, with Box E checked

Unknown Term (or Cost) Sales Reported on 1099-B

65249B109	NEWS CORP NEW CL A W	NWSA					
77.0000	07/10/2013 07/22/2011	1,184.30	0.00	0.00	1,184 30	0 00	0 00
Total Unknown Term (or Cost) Sales Reported on 1099-B		**1,184.30**	**0.00**	**0.00**	**1,184.30**	**0.00**	**0.00**

You must determine short-term or long-term based on your records and report on Form 8949, Part I, with Box B checked, or on Form 8949, Part II, with Box E checked, as appropriate

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This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
SHADYBROOK INC

Employer identification number
34-0821255

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat
- ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table.

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations — 3a(i)		
(ii) related organizations — 3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? — 3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		1,255.	1,255.	0.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				0.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

	(a) Description	(b) Book value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶		

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1.	(a) Description of liability	(b) Book value
(1)	Federal income taxes	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶		

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1.				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: SHADYBROOK INC

Employer identification number: 34-0821255

FORM 990, PART VI, SECTION A, LINE 2:

EXPLANATION: STEPHEN IMBORNONI AND LAURA IMBORNONI ARE HUSBAND AND WIFE.

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: THE ORGANIZATION HAS MEMBERS WHO, BASED ON THEIR STATED INTENTION TO BECOME A MEMBER, MAKE AN ANNUAL NOMINAL MEMBERSHIP DONATION.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: THE MEMBERSHIP DOES ELECT THE OFFICERS AND NEW OR RETURNING BOARD MEMBERS AT THE ANNUAL MEETING.

FORM 990, PART VI, SECTION A, LINE 7B:

EXPLANATION: THE MEMBERS DO VOTE TO APPROVE THE PROPOSED ANNUAL BUDGET AT THE ANNUAL MEETING.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE OUTSIDE ACCOUNTING FIRM ISSUES A DRAFT COPY OF THE FORM 990 TO THE BOARD FOR ITS REVIEW. THE FORM IS REVIEWED BY THE BOARD MEMBERS AND FOLLOW-UP QUESTIONS, IF ANY, ARE ASKED OF THE OUTSIDE ACCOUNTING FIRM. ONCE ALL QUESTIONS ARE RESOLVED, THE OUTSIDE ACCOUNTING FIRM SUBMITS THE FORM TO THE BOARD FOR FILING.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION WILL PROVIDE DOCUMENTS TO THE PUBLIC UPON REQUEST. THE ORGANIZATION'S SECRETARY HANDLES THE REQUESTS.

FORM 990 PAGE 10 990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE & FIXTURES	05 15 99	200DB	7.00	17	1,255.			1,255.	1,255.		0.
	* TOTAL 990 PAGE 10 DEPR					1,255.		0.	1,255.	1,255.	0.	0.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Shadybrook, Inc
34-0821255

2013 FORM 990-SHADYBROOK, INC.

Statement of Purpose Accomplishments

What is the organization's primary purpose?

Education, personal growth, spiritual development, and community building.

Exempt Purpose Achievements:

1. ***Affinity Groups*** - Small groups that meet to explore specific topics in more depth than a Monthly Program permits. Groups may meet weekly or bi-weekly for 3 - 6 two-hour sessions.

December 3	Meditation with Dean Williams (Attendance: 7)
January 7	Meditation with Dean Williams (Attendance: 10)
February 4	Canceled Due To Weather
March 4	Meditation with Dean Williams (Attendance: 13)
April 1	Meditation with Dean Williams (Attendance: 4)
May 6	Meditation with Dean Williams (Attendance: 4)
June 3	Meditation with Dean Williams (Attendance: 4)
July 1	Meditation with Dean Williams (Attendance: 3)
August 5	Meditation with Dean Williams (Attendance: 8)
September 3	Meditation with Dean Williams (Attendance: 6)
October	Meditation with Dean Williams (Attendance: 10)
November	Meditation with Dean Williams (Attendance: 7)
December	Meditation with Dean Williams (Attendance: 6)

2. ***Monthly Programs*** – Nine to ten two-hour evening meetings held monthly covering various topics around a specific theme. Suggested donation of $10.

January	No Monthly Meeting
February	No Monthly Meeting
March 12	"For the Next 7 Generations" Film (Attendance: 23)
April 12	"Game Night/Potluck" (Attendance: 6)

Shadybrook, Inc
34-0821255

2013 FORM 990 – Continued

May 14	"Japanese Gardening" (Attendance: 17)
June 18	"Spirituality Among First Nation People" (Attendance: 13)
July 9	"Hunting for Indian Artifacts" (Attendance: 5)
August 21	"Healing with Herbs" (Attendance: 10)
September 18	"Evolution of Self-Care" (Attendance: 1)
October 23	"Everyday Rituals for Balance & Transformation" (Attendance: 12)
November 12	"Sights That Hurt Visions That Heal" (Attendance: 5)

3. ***Workshops, Seminars, and Special Events***

March 23	Spiritual Spa Day (Attendance: 77)
September 21	Fall Equinox Celebration (Attendance: 34)
October 13	Middle Eastern Dance (Attendance: 4)

4. ***Social and Member Events, Director Meetings***

January 6	Member Holiday Party (Attendance: 28)
March 17	Annual Meeting (Attendance: 22)
April 21	Indian Museum Tour (Attendance: 6)
August 11	Member Picnic (Attendance: 17)
December 15	Holiday Party (Attendance: 25)

Shadybrook, Inc.
34-0821255

Cultivating Personal Growth & Spiritual Exploration Since 1955

Facts and Circumstances Statement for IRS Form 990

Shadybrook, Inc. ("Shadybrook") is organized and operates in a manner designed to attract new and additional public or governmental support on a continuous basis. Shadybrook's membership drive begins each November for the following year. Letters soliciting new memberships and membership renewals are mailed out to the organization's full mailing list, which includes current members, people interested in the organization who are not members, and a number of local organizations. Announcements of open enrollment are made in Shadybrook's e-newsletters and an ongoing invitation is published on the Website. Brochures inviting people to become members of the organization are available at Shadybrook programs and events, most of which are widely advertised and open to the public.

In order to promote broad community participation and membership, anyone is welcome to become a member of Shadybrook. Although a scale of membership fees is set, a donation of any amount submitted with a membership form is acceptable. The organization believes that a lack of money should not keep interested participants from taking part in Shadybrook activities. The purpose of membership fees is to raise money to continue offering affordable programs for members and the public.

A substantial portion of Shadybrook's operations is funded by a well-managed endowment, which was contributed by a Shadybrook founding member decades ago to help fulfill the organization's vision of providing spiritual and educational programs that would benefit the general public. Endowment funds are supplemented by: (1) Shadybrook's continuous and bona fide program for soliciting funds from the general public; (2) through activities and programs designed to attract support from the community; (3) by income from membership donations; and (4) from goodwill donations and/or fees charged for programs. Shadybrook's governing body is its Board of Directors, consisting of individuals nominated by the Membership to oversee the operations of the organization, including deciding how best to serve the public. Throughout the year, the organization continually hosts programs, workshops, seminars, and retreats designed to

appeal to persons having a broad common interest in personal growth and spiritual exploration and promote the personal exploration of such activities. Shadybrook subsidizes these programs to make them easily affordable, and also offers partial scholarships for retreats – all of which are open to the general public. In some cases, donations are asked for rather than charging set fees for such events and programming, depending on the overall cost incurred by Shadybrook in hosting the event. Shadybrook's events are widely advertised and open to the public through web, email and other advertising media. The only exceptions would be one or two social events each year that are held for the members (although members are always encouraged to bring guests from the general public).

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	SHADYBROOK INC	34-0821255
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 342	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MENTOR, OH 44061-0342	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHEN IMBORNONI PHD 3809 WESTWOOD ROAD - UNIVERSITY HTS, OH 44118-3132
  Telephone No. ▶ (216) 321-3380 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.