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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

**For calendar year 2013 or tax year beginning , 2013, and ending , 20**

Name of foundation

THE ABINGTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1422 EUCLID AVENUE

Room/suite

966

City or town, state or province, country, and ZIP or foreign postal code

CLEVELAND, OH 44115-1901

**G** Check all that apply:☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 31,109,559.

**J** Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

**A** Employer identification number

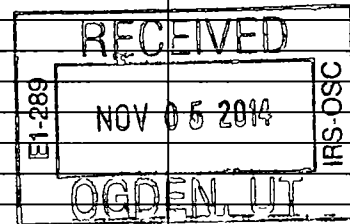
34-1404854

**B** Telephone number (see instructions)

(216) 621-2901

**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3 Interest on savings and temporary cash investments . . . . .				
4 Dividends and interest from securities . . . . .	436,169.	436,169.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	2,314,893.			
b Gross sales price for all assets on line 6a . . . . .	5,358,170.			
7 Capital gain net income (from Part IV, line 2) . . . . .		2,314,893.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) ATCH. 1 . . . . .	3,150,172.	133,276.		
12 Total Add lines 1 through 11 . . . . .	5,901,234.	2,884,338.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	0			
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) ATCH. 2 . . . . .	14,300.			14,300.
c Other professional fees (attach schedule) * . . . . .	240,708.	77,628.		163,080.
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) ATCH. 4 . . . . .	24,500.			
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .	6,822.			6,822.
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) ATCH. 5 . . . . .	6,572.			6,572.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	292,902.	77,628.		190,774.
25 Contributions, gifts, grants paid . . . . .	1,244,100.			1,244,100.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	1,537,002.	77,628.	0	1,434,874.
27 Subtract line 26 from line 12 . . . . .	4,364,232.			
a Excess of revenue over expenses and disbursements . . . . .		2,806,710.		
b Net investment income (if negative, enter -0-) . . . . .				
c Adjusted net income (if negative, enter -0-) . . . . .				



914-17

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		18,409.	35,400.	35,400.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule), . . . . .				
	b	Investments - corporate stock (attach schedule) ATCH 6 . . . . .	19,305,414.	21,796,340.	21,796,340.	
	c	Investments - corporate bonds (attach schedule) ATCH 7 . . . . .	2,627,545.	3,007,121.	3,007,121.	
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less accumulated depreciation ▶ (attach schedule) . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . . ATCH 8 . . . . .	4,799,801.	6,270,698.	6,270,698.		
14	Land, buildings, and equipment basis ▶ . . . . .					
	Less accumulated depreciation ▶ (attach schedule) . . . . .					
15	Other assets (describe ▶ . . . . . ) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	26,751,169.	31,109,559.	31,109,559.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . . ) . . . . .	5,842.			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	5,842.	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	26,745,327.	31,109,559.		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	26,745,327.	31,109,559.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	26,751,169.	31,109,559.		

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

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	26,745,327.
2	Enter amount from Part I, line 27a . . . . .	2	4,364,232.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	31,109,559.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	31,109,559.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	2,314,893.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,358,017.	25,437,573.	0.053386
2011	1,646,266.	24,694,506.	0.066665
2010	1,489,006.	24,730,828.	0.060208
2009	958,515.	20,790,429.	0.046104
2008	1,911,515.	27,536,782.	0.069417
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.295780
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.059156
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 28,834,631.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,705,741.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 28,067.
<b>7</b> Add lines 5 and 6			<b>7</b> 1,733,808.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 1,434,874.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	56,134.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	56,134.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	56,134.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	32,179.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	33,000.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	65,179.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	324.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	8,721.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 8,721. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>WWW.FMSCLEVELAND.COM/ABINGTON</b>				
14	The books are in care of <b>FOUNDATION MGMT SERVICES</b> Telephone no. <b>216-621-2901</b>			
Located at <b>1422 EUCLID AVENUE, SUITE 966 CLEVELAND, OH</b> ZIP+4 <b>44115-1901</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country.	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 10		163,080.

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29,273,737.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	29,273,737.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,273,737.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	439,106.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	28,834,631.
6	Minimum investment return. Enter 5% of line 5	6	1,441,732.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,441,732.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	56,134.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	56,134.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,385,598.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,385,598.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,385,598.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,434,874.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,434,874.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,434,874.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				1,385,598.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . . 551,298.				
b From 2009 . . . . .				
c From 2010 . . . . . 277,401.				
d From 2011 . . . . . 439,833.				
e From 2012 . . . . . 105,959.				
f Total of lines 3a through e . . . . .	1,374,491.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,434,874.</u>				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				1,385,598.
e Remaining amount distributed out of corpus . . . . .	49,276.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,423,767.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	551,298.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	872,469.			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . . 277,401.				
c Excess from 2011 . . . . . 439,833.				
d Excess from 2012 . . . . . 105,959.				
e Excess from 2013 . . . . . 49,276.				

Form **990-PF** (2013)

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ATCH 11

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

SEE STMT ATTACHED

**c** Any submission deadlines

SEE STMT ATTACHED

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

SEE STMT ATTACHED

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ATCH 12				
<b>Total</b> .....			<b>3a</b>	1,244,100.
<b>b Approved for future payment</b>				
ATCH 13				
<b>Total</b> .....			<b>3b</b>	99,000.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b> Program service revenue.					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . . .			14	436,169.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	2,314,893.	
<b>9</b> Net income or (loss) from special events . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> ATCH 14 _____		414.		133,276.	3,016,482.
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .		414.		2,884,338.	3,016,482.
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				13	5,901,234.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |   |     |    |
|---|-----|----|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p><b>b</b> Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | Yes | No |
|   |     |    |
| 1a(1)   |     | X  |
| 1a(2)   |     | X  |
|   |     |    |
| 1b(1)   |     | X  |
| 1b(2)   |     | X  |
| 1b(3)   |     | X  |
| 1b(4)   |     | X  |
| 1b(5)   |     | X  |
| 1b(6)   |     | X  |
| 1c  |     | X  |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

KB Cooney CPA

Preparer's signature

*[Signature]* Courtney CPA

Date \_\_\_\_\_

604 2 3 2014

Check ☐ if self-employed

PTIN	
------	--

P00285983

Firm's name ► HEADEN & MOORE, LTD.

Firm's EIN ▶ 34-1818258

Firm's address ► 1100 SUPERIOR AVE, STE 1100  
CLEVELAND, OH

44114

Phone no 216-241-3272

Form 990-PF (2013)

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,358,170.		GAINS FROM BROKERAGE ACCOUNT - SEE ATT'D PROPERTY TYPE: SECURITIES 3,981,716.				P	VARIOUS 1,376,454.	VARIOUS
365,389.		CAPITAL GAINS PASSED THROUGH FROM K-1S PROPERTY TYPE: SECURITIES				P	VARIOUS 365,389.	VARIOUS
573,050.		CAPITAL GAIN DIVIDENDS REC'D PROPERTY TYPE: SECURITIES				P	VARIOUS 573,050.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>2,314,893.</u>	

**The Abington Foundation**  
**Capital Gains Detail - Form 990-PF Part IV**

**EIN: 34-1404854**

	<u>sale date</u>	<u>proceeds</u>	<u>cost</u>	<u>net gain/(loss)</u>
Dodge & Cox Intl	1/9/2013	1,000	986	14
Alger Small Cap Inst	2/5/2013	832,448	594,414	238,034
William Blair Intl	2/5/2013	2,000	1,944	56
DFA Intl Sm Cap	2/5/2013	48,000	47,943	57
DFA US Large Cap Value	2/5/2013	216,000	223,221	(7,221)
Dodge & Cox Intl	2/5/2013	250,000	225,040	24,960
Dreyfus Invt Bos Co	2/5/2013	43,000	42,224	776
Harbor Cap Apprec Fund	2/5/2013	122,000	95,796	26,204
Janus Intech US Core Fund	2/5/2013	134,000	123,841	10,159
Schwab Fundamental	2/5/2013	4,000	4,857	(857)
Touchstone Sm Cap Fund	2/5/2013	36,000	34,412	1,588
Vanguard Intl Growth	2/5/2013	213,000	186,005	26,995
Vanguard Emerging Mkts	2/5/2013	10,000	10,841	(841)
Walthausen Small Cap Fund	2/5/2013	46,980	35,191	11,789
AQR Intl Fund sales	2/7/2013	439,560	89,315	350,245
AQR Small Cap Core Fund LLC	5/3/2013	868,182	541,709	326,473
AQR Small Cap Momentum Fd	7/2/2013	87,000	80,376	6,624
William Blair Intl	7/2/2013	25,000	22,451	2,549
DFA US Large Cap Value	7/2/2013	283,000	266,609	16,391
DFA AEW Real Estate	7/2/2013	8,000	8,036	(36)
Dodge & Cox Intl	7/2/2013	101,000	87,030	13,970
Dreyfus Invt Bos Co	7/2/2013	68,000	63,007	4,993
Harbor Cap Apprec Fund	7/2/2013	202,000	145,526	56,474
Janus Intech US Core Fund	7/2/2013	265,000	220,108	44,892
Touchstone Sm Cap Fund	7/2/2013	86,000	79,139	6,861
Vanguard Intl Growth	7/2/2013	19,000	16,089	2,911
Walthausen Small Cap Fund	7/2/2013	49,000	45,991	3,009
Vanguard Intl Growth	9/13/2013	25,000	19,160	5,840
Harbor Cap Apprec Fund	10/23/2013	15,000	9,275	5,725
Vanguard Intl Growth	10/23/2013	15,000	10,749	4,251
AQR Small Cap Momentum Fd	11/13/2013	51,000	41,773	9,227
William Blair Intl	11/13/2013	30,000	23,265	6,735
DFA Intl Sm Cap	11/13/2013	75,000	63,154	11,846
DFA US Large Cap Value	11/13/2013	60,000	51,659	8,341
Dodge & Cox Intl	11/13/2013	108,000	81,969	26,031
Dreyfus Invt Bos Co	11/13/2013	54,000	44,281	9,719
Harbor Cap Apprec Fund	11/13/2013	133,000	82,844	50,156
Janus Intech US Core Fund	11/13/2013	57,000	42,514	14,486
Schwab Fundamental	11/13/2013	20,000	25,107	(5,107)
Touchstone Sm Cap Fund	11/13/2013	72,000	57,587	14,413
Vanguard Intl Growth	11/13/2013	84,000	62,478	21,522
Walthausen Small Cap Fund	11/13/2013	25,000	20,958	4,042
Walthausen Small Cap Fund	11/14/2013	25,000	20,821	4,179
Harbor Cap Apprec Fund	12/12/2013	20,000	12,125	7,875
Harbor Cap Apprec Fund	12/18/2013	21,000	13,030	7,970
Janus Intech US Core Fund	12/18/2013	6,000	4,406	1,594
DFA US Large Cap Value	12/19/2013	3,000	2,460	540
total for equities				
	<b>totals, this section:</b>	<b>5,358,170</b>	<b>3,981,716</b>	<b>1,376,454</b>



ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SETTLEMENT INCOME FROM SECURITIES	1,339.	1,339.
INCOME FROM K-1'S	131,937.	131,937.
OTHER UNREALIZED GAIN ON INVESTMENTS	3,016,482.	
INCOME FROM K-1'S - UBI	414.	
TOTALS	<u>3,150,172.</u>	<u>133,276.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	14,300.			14,300.
TOTALS	<u>14,300.</u>			<u>14,300.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
KEYBANK AND INVEST FEES	77,628.	77,628.	
ADMIN-FOUNDATION MANAGEMENT	163,080.		163,080.
TOTALS	<u>240,708.</u>	<u>77,628.</u>	<u>163,080.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	24,500.
TOTALS	<u>24,500.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OFFICE EXPENSE	3,481.	3,481.
INSURANCE	2,891.	2,891.
OHIO FILING FEE	200.	200.
TOTALS	<u>6,572.</u>	<u>6,572.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITY MUTUAL FUNDS - SEE ATTD	21,796,340.	21,796,340.
TOTALS	<u>21,796,340.</u>	<u>21,796,340.</u>

# Equities

## Equity mutual funds

Shares	Description	CUSIP #	Market value/ Unit price
167,275.419	AQR INTERNATIONAL EQUITY FUND OPEN-END FUND CL Y	00203H503	2,039,087.36 12.190
53,294.034	AQR SMALL CAP MOMENTUM FUND OPEN-END FUND CL L	00203H800	1,190,588.72 22.340
48,536.367	WILLIAM BLAIR INTL SM CAP GROWTH OPEN-END FUND CL I	093001188	787,745.24 16.230
112,497.778	DFA INTL REAL ESTATE SECS PORTF OPEN-END FUND	233203348	564,738.85 5.020
38,009.349	DFA INTL SM CAP VALUE PORTFOLIO OPEN-END FUND	233203736	773,490.25 20.350
67,627.164	DFA US LARGE CAP VALUE PORTFOLIO OPEN-END FUND	233203827	2,138,370.93 31.620
22,638.740	DFA/AEW REAL ESTATE SEC PTFL OPEN-END FUND	233203835	587,022.53 25.930
51,580.821	DODGE & COX INTERNATIONAL STOC F OPEN-END FUND	256206103	2,220,038.54 43.040
64,422.767	DREYFUS INVT BOS CO SM/MDCAP GR OPEN-END FUND INV CL	26203E794	1,171,850.13 18.190
37,605.977	HARBOR CAPITAL APPRECIATION FD OPEN-END FUND	411511504	2,131,882.84 56.690
106,516.466	JANUS INTECH US CORE FUND OPEN-END FUND CL I	47103C308	2,123,938.33 19.940
86,154.440	SCHAWB FUNDAMENTAL EMER MKTS LG OPEN-END FUND	808509343	759,020.62 8.810

**Equities**

**Equity mutual funds**

*continued*

Shares	Description	CUSIP #	Market value/ Unit price
57,701.865	TOUCHSTONE SM CAP VALUE OPPTYS OPEN-END FUND INSTL CL	89154X252	1,199,044.75 20.780
30,222.929	VANGUARD INTERNATIONAL GROWTH FD OPEN-END FUND ADMIRAL CL	921910501	2,243,145.79 74.220
29,410.205	VANGUARD EMERGING MKTS STK INDX OPEN-END FUND	922042304	760,547.90 25.860
45,320.768	WALTHAUSEN SMALL CAP VALUE FUND OPEN-END FUND	933310104	1,105,826.74 24.400

**Total equity mutual funds**

**\$21,796,339.52**



ATTACHMENT 7FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INC MUT FDS - SEE ATTD	3,007,121.	3,007,121.
TOTALS	<u>3,007,121.</u>	<u>3,007,121.</u>

**Fixed income**

**Fixed income mutual funds**

Par value	Description	CUSIP #/ S&P rating	Market value/ Unit price
84,611.084	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	693390700	904,492.49 10.690
63,986.897	PIMCO EMERGING LOCAL BOND FUND OPEN-END FUND INSTL CL	72201F516	596,997.75 9.330
23,488.685	VANGUARD INFLATN-PROTECTED SECS OPEN-END FUND ADM CL	922031737	598,256.81 25.470
81,087.920	WESTERN ASSET CORE PLUS BOND OPEN-END FUND CL I	957663503	907,373.82 11.190
<b>Total fixed income mutual funds</b>			<b>\$3,007,120.87</b>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LTD PARTNERSHIPS - SEE ATTD	6,270,698.	6,270,698.
TOTALS	<u>6,270,698.</u>	<u>6,270,698.</u>

**Limited partnership**

Units	Description	CUSIP #	Market value/ Unit price
100,000	NEO CAPITAL FUND LIMITED PARTNERSHIP	9983206P5	101,121.00 1.011 6/30/13
25,000	LIMITED PARTNERSHIP RECEIVABLE CAPITAL CALLS	9983225L1	25,000.00 1.000
4,213 882	ACADIAN GLOBAL LOW VOLATILITY EQ LIMITED LIABILITY CO	9983226A4	6,144,576.54 1,458,174 11/29/13
<b>Total limited partnership</b>			<b>\$6,270,697.54</b>

## THE ABINGTON FOUNDATION

34-1404854

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHARLES K. FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	VICE PRESIDENT, SEC'Y 2.00	0	0	0
DAVID K. FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
ALLEN H. FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	PRESIDENT 2.00	0	0	0
LISE FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
NED FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0

## THE ABINGTON FOUNDATION

34-1404854

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALEX FORD 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
SARAH FORD WHITENER 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TRUSTEE 2.00	0	0	0
DAVID FORD JR. 1422 EUCLID AVENUE 966 CLEVELAND, OH 44115-1901	TREASURER 2.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION MANAGEMENT SERVICES 1422 EUCLID AVENUE, SUITE 966 CLEVELAND, OH 44115-1952	MGMT SVCS	163,080.
TOTAL COMPENSATION		<u>163,080.</u>

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE ABINGTON FOUNDATION

C/O FOUNDATION MANAGEMENT SERVICES  
1422 EUCLID AVENUE, SUITE 966  
CLEVELAND, OH 44115-1592



FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT ATTACHED	NONE	SEE STMT ATTACHED	1,244,100
	PUBLIC CHARITY		
		TOTAL CONTRIBUTIONS PAID	1,244,100

THE ABINGTON FOUNDATION

34-1404854

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT ATTACHED	NONE PUBLIC CHARITY	SEE ATTACHED STMT	99,000
TOTAL CONTRIBUTIONS APPROVED			<u>99,000</u>

SCHEDULE OF GRANTS  
The Abington Foundation  
Year Ended December 31, 2013

Grantee & Project Title	Grant No Ref No.	Payment Date	Grants Paid	Grants Committed to be Paid in Future
<b>February 2013</b>				
<b>Art House, Inc.</b> <i>for Urban Bright, an arts education program for CMSD schools</i>	9908680	2/19/2013	\$ 3,500	\$ -
<b>Asian Services In Action, Inc.</b> <i>to provide English language educational services and support for immigrant and refugee children</i>	9908715	2/19/2013	5,000	-
<b>Care Alliance</b> <i>for the Homeless Outreach program</i>	9908723	2/19/2013	10,000	-
<b>City Year Cleveland</b> <i>for programming in CMSD schools</i>	9908722	2/19/2013	25,000	-
<b>Cleveland Metropolitan School District</b> <i>for professional development in science education for CMSD teachers</i>	9908724	2/19/2013	20,000	-
<b>Cleveland Metropolitan School District</b> <i>for All-City Arts, an arts-infused, performance-based after-school program</i>	9908702	2/19/2013	15,000	-
<b>College Now Greater Cleveland (formerly Cleveland Scholarship Programs, Inc.)</b> <i>for college advising services for CMSD students</i>	9908717	2/19/2013	20,000	-
<b>Community Service Alliance</b> <i>for housing support for veterans</i>	9908719	2/19/2013	7,500	-
<b>DC Public Education Fund</b> <i>for professional development workshops in mathematics for DC teachers through the Exeter Math Institute</i>	9908764	2/19/2013	27,000	-
<b>Domestic Violence &amp; Child Advocacy Center</b> <i>to provide self sufficiency programming for women who have experienced domestic violence</i>	9908676	2/19/2013	10,000	-
<b>Foundation Center-Cleveland</b> <i>for operating support</i>	9908678	2/19/2013	3,500	-
<b>Free Medical Clinic of Greater Cleveland</b> <i>for clinical and outreach services for teens</i>	9908687	2/19/2013	10,000	-
<b>Friends of Breakthrough Schools</b> <i>for Phase II of Breakthrough's capital campaign</i>	9908703	2/19/2013	20,000	-
<b>Friends of the Cleveland School of the Arts</b> <i>to redesign the curriculum</i>	9908709	2/19/2013	15,000	-
<b>Fund for Our Economic Future</b> <i>for Phase 4 of the collaboration formed to shape and sustain a long-term economic competitiveness strategy</i>	9908668	2/19/2013	42,000	84,000
<b>Great Lakes Museum Of Science Environment And Technology</b> <i>for education programming for low income students</i>	9908710	2/19/2013	10,000	-
<b>Helen Keller International</b> <i>to provide vision screenings and eyeglasses to CMSD students</i>	9908698	2/19/2013	10,000	-

SCHEDULE OF GRANTS  
The Abington Foundation  
Year Ended December 31, 2013

Grantee & Project Title	Grant No Ref No.	Payment Date	Grants Paid	Grants Committed to be Paid in Future
<b>Karamu House</b> <i>for after school, weekend and summer programming</i>	9908732	2/19/2013	10,000	-
<b>Lutheran Metropolitan Ministry</b> <i>for the Youth Employment Program</i>	9908727	2/19/2013	10,000	-
<b>Minds Matter of Cleveland</b> <i>for programming for high-achieving high school students from low-income families</i>	9908704	2/19/2013	15,000	-
<b>Museum of Contemporary Art-Cleveland (MOCA)</b> <i>for education programming for CMSD students</i>	9908696	2/19/2013	5,000	-
<b>Musical Arts Association (Cleveland Orchestra)</b> <i>for the education concerts for CMSD students</i>	9908671	2/19/2013	15,000	-
<b>Nature Center at Shaker Lakes</b> <i>to provide environmental education programming for CMSD students</i>	9908681	2/19/2013	20,000	-
<b>Near West Theatre</b> <i>for spring and summer theatre programs for youth</i>	9908733	2/19/2013	5,000	-
<b>Open Doors, Inc.</b> <i>for enrichment programming for middle and high school students</i>	9908730	2/19/2013	10,000	-
<b>Playhouse Square Foundation</b> <i>for programming for CMSD students</i>	9908670	2/19/2013	10,000	-
<b>Progressive Arts Alliance</b> <i>to provide arts-integrated STEM residencies in 3 CMSD schools</i>	9908731	2/19/2013	5,000	-
<b>Seeds of Literacy</b> <i>to increase agency capacity</i>	9908735	2/19/2013	10,000	-
<b>Saint Ignatius High School</b> <i>for the Arrupe summer program for low-income students in grades 3-8</i>	9908736	2/19/2013	12,000	-
<b>University Circle, Inc.</b> <i>for the Early Learning Initiative</i>	9908706	2/19/2013	10,000	-
<b>University Settlement</b> <i>for out of school time programming</i>	9908669	2/19/2013	7,500	-
<b>West Side Community House</b> <i>for Sisterhood, an education and empowerment program</i>	9908656	2/19/2013	10,000	-
<b><u>July 2013</u></b>				
<b>Beck Center for the Arts</b> <i>for school outreach programs</i>	9908958	7/8/2013	5,000	-
<b>Boys and Girls Clubs of Cleveland</b> <i>for after school and summer Academic Success programs</i>	9908942	7/8/2013	15,000	-
<b>Building Hope In The City</b> <i>to expand tutoring sites</i>	9908959	7/8/2013	7,500	-
<b>Cleveland Foodbank, Inc.</b> <i>for expansion of the Fresh Produce Initiative</i>	9908943	7/8/2013	15,000	-

# SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2013

Grantee & Project Title	Grant No Ref No	Payment Date	Grants Paid	Grants Committed to be Paid in Future
<b>Cleveland Housing Network, Inc.</b> <i>to improve the long-term stability of CHN's Lease Purchase residents</i>	9908983	7/8/2013	10,000	-
<b>Cleveland Metroparks</b> <i>for the NatureTracks outreach program</i>	9908974	7/8/2013	10,000	-
<b>Cleveland Museum of Natural History</b> <i>for Inspire, a program to provide science education to 2nd graders in the CMSD</i>	9908995	7/8/2013	10,000	-
<b>Cleveland Public Theatre</b> <i>for Brick City, after school/summer arts programming</i>	9908963	7/8/2013	5,000	-
<b>Cuyahoga Community College Foundation</b> <i>to expand the Youth Technology Academy program into five additional CMSD schools</i>	9908984	7/8/2013	20,000	-
<b>Conservancy for Cuyahoga Valley National Park</b> <i>for low-income children to attend environmental programming</i>	9908899	7/8/2013	9,000	-
<b>Dunham Tavern Museum</b> <i>for campus improvements</i>	9908952	7/8/2013	25,000	-
<b>EDWINS Restaurant and Leadership Institute</b> <i>for start-up support of the culinary training program</i>	9908934	7/8/2013	10,000	-
<b>Effective Leadership Academy</b> <i>for Club LEAD at Open Doors Academy</i>	9908996	7/8/2013	13,100	-
<b>Esperanza</b> <i>for SISCO, an in-school and afterschool program to improve the academic performance of 6th - 8th graders</i>	9908975	7/8/2013	25,000	-
<b>Family Promise of Greater Cleveland</b> <i>to provide employment preparation, search and retention services to homeless parents</i>	9908987	7/8/2013	10,000	-
<b>Goodrich-Gannett Neighborhood Center</b> <i>to provide professional development to early childhood education teachers</i>	9908986	7/8/2013	3,000	-
<b>Greater Cleveland Volunteers</b> <i>for the AARP Experience Corps program</i>	9908972	7/8/2013	16,500	-
<b>Hanna Perkins Center</b> <i>for program support</i>	9908992	7/8/2013	15,000	-
<b>Ingenuity, Cleveland Festival of Art and Technology</b> <i>for Creativity Camp</i>	9908932	7/8/2013	5,000	-
<b>Joseph's Home</b> <i>for the Continuity of Care program for homeless men</i>	9908954	7/8/2013	10,000	-
<b>Junior Achievement of Greater Cleveland, Inc.</b> <i>for career readiness, financial literacy, and economic education for CMSD middle school students</i>	9908988	7/8/2013	10,000	-
<b>Philanthropy Ohio</b> <i>for 2013 operating support</i>	9908956	7/8/2013	5,000	-

# SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2013

Grantee & Project Title	Grant No Ref No.	Payment Date	Grants Paid	Grants Committed to be Paid in Future
<b>Project: LEARN</b> <i>for Get on Track, a program to provide literacy and GED training to low level offenders assigned by the Cleveland Municipal Courts</i>	9908944	7/8/2013	12,000	-
<b>Rainey Institute</b> <i>for the summer arts day camp</i>	9908955	7/8/2013	5,000	-
<b>Scranton Road Ministries Community Development Corporation</b> <i>for an after school enrichment program for middle school students</i>	9908976	7/8/2013	22,500	-
<b>Teach For America Inc</b> <i>for program support</i>	9908970	7/8/2013	20,000	-
<b>Urban Community School</b> <i>to construct a new area for the middle school</i>	9908946	7/8/2013	75,000	-
<b>West Side Catholic Center</b> <i>for Zacchaeus Housing Solutions, a rapid rehousing program for homeless families</i>	9908968	7/8/2013	15,000	-
<b>Westside Industrial Retention and Expansion Network</b> <i>for year 3 of the redesign of Max Hayes High School</i>	9908950	7/8/2013	15,000	-
<b>Youth Opportunities Unlimited</b> <i>for Jobs for Ohio's Graduates, a drop-out prevention program</i>	9908881	7/8/2013	15,000	-
<b><u>November 2013</u></b>				
<b>AFS Intercultural Programs USA</b> <i>for scholarships for Cleveland students (over 3 years)</i>	9908473	11/15/2013	15,000	15,000
<b>America SCORES Cleveland</b> <i>for after-school health and literacy programming in the CMSD</i>	9909180	11/15/2013	15,000	-
<b>American Red Cross</b> <i>for the Nurse Assistant Training program</i>	9909215	11/15/2013	10,000	-
<b>Baldwin Wallace University</b> <i>for the Baldwin Wallace Scholars Program</i>	9909179	11/15/2013	10,000	-
<b>Boys Hope Girls Hope of Northeastern Ohio</b> <i>for Hope Prep, a program providing academic enrichment and character development for low income students</i>	9909220	11/15/2013	15,000	-
<b>BVU: The Center for Nonprofit Excellence</b> <i>for capacity building for nonprofits</i>	9909192	11/15/2013	7,500	-
<b>The Centers for Families and Children</b> <i>for a housekeeping certification training program</i>	9909242	11/15/2013	15,000	-
<b>The Cleveland Foundation</b> <i>to hire a consultant to conduct an evaluation of CMSD arts education programming</i>	9909168	11/15/2013	10,000	-

# SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2013

Grantee & Project Title	Grant No Ref No	Payment Date	Grants Paid	Grants Committed to be Paid in Future
<b>Cleveland Restoration Society</b> <i>to protect landmarks associated with Cleveland's African American heritage</i>	9909228	11/15/2013	5,000	-
<b>Cleveland Zoological Society</b> <i>for the Nature Discovery Zone, an interactive exhibit for children age 0-6</i>	9909225	11/15/2013	15,000	-
<b>Facing History and Ourselves</b> <i>to provide professional development and support for Cleveland area educators</i>	9909181	11/15/2013	10,000	-
<b>Geauga Park District Foundation</b> <i>to renovate the Nassau Astronomical Observing Station and Telescope at Observatory Park</i>	9909185	11/15/2013	40,000	-
<b>Gordon Square Arts District LLC</b> <i>for the Gordon Square Arts District</i>	9909211	11/15/2013	15,000	-
<b>Great Lakes Theater</b> <i>for education programming in the CMSD</i>	9909238	11/15/2013	10,000	-
<b>groundWork (Fiscal Sponser Community Initiatives)</b> <i>to provide advocacy leadership for early learning and development</i>	9909142	11/15/2013	20,000	-
<b>ideastream</b> <i>for professional development in math and science for CMSD PK-2 teachers</i>	9909212	11/15/2013	30,000	-
<b>Linking Employment, Abilities and Potential</b> <i>for the Youth Development and Transition program to prepare high school students with disabilities for employment</i>	9909229	11/15/2013	20,000	-
<b>May Dugan Center</b> <i>for the Workforce Development/Job Retention program</i>	9909190	11/15/2013	10,000	-
<b>North Coast Health</b> <i>for capacity building</i>	9909194	11/15/2013	20,000	-
<b>Providence House, Inc.</b> <i>for the crisis nursery</i>	9909207	11/15/2013	10,000	-
<b>Recovery Resources</b> <i>for primary care integration</i>	9909239	11/15/2013	10,000	-
<b>Senior Citizen Resources, Inc.</b> <i>for health and wellness programming</i>	9909170	11/15/2013	15,000	-
<b>St. Malachi Center</b> <i>for after-school programming</i>	9909240	11/15/2013	10,000	-
<b>Suicide Prevention Education Alliance of NE Ohio</b> <i>to provide suicide prevention and depression awareness programming in the CMSD</i>	9909191	11/15/2013	10,000	-
<b>Support Center for Child Advocates</b> <i>for Project YES!, to provide legal representation and education advocacy for children with behavioral health needs</i>	9909243	11/15/2013	20,000	-
<b>Vocational Guidance Services</b> <i>to secure employment for individuals with disabilities</i>	9909193	11/15/2013	10,000	-
<b>Center for Arts-Inspired Learning</b> <i>for ArtWorks, an arts-based youth development program</i>	9909209	11/15/2013	10,000	-

# SCHEDULE OF GRANTS

The Abington Foundation

Year Ended December 31, 2013

<u>Grantee &amp; Project Title</u>	<u>Grant No Ref No.</u>	<u>Payment Date</u>	<u>Grants Paid</u>	<u>Grants Committed to be Paid in Future</u>
<b><u>December 2013</u></b>				
<b>Community Assessment &amp; Treatment Services, Inc.</b> <i>to construct an addition to the building to accommodate an expanded residential treatment program</i>	9908933	12/31/13	15,000	
			<u>\$ 1,244,100</u>	<u>\$ 99,000</u>



FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
SETTLEMENT INCOME FROM SECURITIES			01	
INCOME FROM PARTNERSHIPS	525990	414.	14	1,339.
UNREALIZED GAIN ON INVESTMENTS				131,937.
				3,016,482.
TOTALS		<u>414.</u>		<u>133,276.</u>
				<u>3,016,482.</u>