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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

|                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                           |                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE PAINTSTONE FOUNDATION</b>                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                           | A Employer identification number<br><b>34-1538822</b>                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>7373 PRODUCTION DRIVE</b>                                                                                                                                                                                                                                                                                                                |                                                                                                                                           | B Telephone number (see instructions)                                                                                                                                      |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>MENTOR OH 44060</b>                                                                                                                                                                                                                                                                                                                              |                                                                                                                                           | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return<br/> <input type="checkbox"/> Final return<br/> <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity<br/> <input type="checkbox"/> Amended return<br/> <input type="checkbox"/> Name change         </div> </div> |                                                                                                                                           | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                                                                                                                |                                                                                                                                           | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>658,885</b>                                                                                                                                                                                                                                                                                                                           | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |
| (Part I, column (d) must be on cash basis)                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                           |                                                                                                                                                                            |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |                                                                                  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1                                                                                                                                                                  | Contributions, gifts, grants, etc., received (attach schedule)                   | 30,000                             |                           |                         |                                                             |
| 2                                                                                                                                                                  | Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
| 3                                                                                                                                                                  | Interest on savings and temporary cash investments                               | 3,225                              | 3,225                     |                         |                                                             |
| 4                                                                                                                                                                  | Dividends and interest from securities                                           | 12,289                             | 12,289                    |                         |                                                             |
| 5a                                                                                                                                                                 | Gross rents                                                                      |                                    |                           |                         |                                                             |
| b                                                                                                                                                                  | Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
| 6a                                                                                                                                                                 | Net gain or (loss) from sale of assets not on line 10                            | 8,369                              |                           |                         |                                                             |
| b                                                                                                                                                                  | Gross sales price for all assets on line 6a                                      | 191,735                            |                           |                         |                                                             |
| 7                                                                                                                                                                  | Capital gain net income (from Part IV, line 2)                                   |                                    | 8,369                     |                         |                                                             |
| 8                                                                                                                                                                  | Net short-term capital gain                                                      |                                    |                           | 0                       |                                                             |
| 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) <b>STMT 1</b>                                     | -1,677                             | -1,677                    |                         |                                                             |
| 12                                                                                                                                                                 | Total. Add lines 1 through 11                                                    | 52,206                             | 22,206                    | 0                       |                                                             |
| 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) <b>STMT 2</b>                                  | 4,400                              | 2,200                     |                         |                                                             |
| c                                                                                                                                                                  | Other professional fees (attach schedule)                                        |                                    |                           |                         |                                                             |
| 17                                                                                                                                                                 | Interest                                                                         |                                    |                           |                         |                                                             |
| 18                                                                                                                                                                 | Taxes (attach schedule) (see instructions) <b>STMT 3</b>                         | 1,240                              |                           |                         |                                                             |
| 19                                                                                                                                                                 | Depreciation (attach schedule) and depletion                                     |                                    |                           |                         |                                                             |
| 20                                                                                                                                                                 | Occupancy                                                                        |                                    |                           |                         |                                                             |
| 21                                                                                                                                                                 | Travel, conferences, and meetings                                                |                                    |                           |                         |                                                             |
| 22                                                                                                                                                                 | Printing and publications                                                        |                                    |                           |                         |                                                             |
| 23                                                                                                                                                                 | Other expenses (att. sch.) <b>STMT 4</b>                                         | 4,755                              | 4,589                     |                         |                                                             |
| 24                                                                                                                                                                 | Total operating and administrative expenses. Add lines 13 through 23             | 10,395                             | 6,789                     | 0                       | 0                                                           |
| 25                                                                                                                                                                 | Contributions, gifts, grants paid <b>SEE STATEMENT 5</b>                         | 68,000                             |                           |                         | 68,000                                                      |
| 26                                                                                                                                                                 | Total expenses and disbursements. Add lines 24 and 25                            | 78,395                             | 6,789                     | 0                       | 68,000                                                      |
| 27                                                                                                                                                                 | Subtract line 26 from line 12                                                    |                                    |                           |                         |                                                             |
| a                                                                                                                                                                  | Excess of revenue over expenses and disbursements                                | -26,189                            |                           |                         |                                                             |
| b                                                                                                                                                                  | Net investment income (if negative, enter -0-)                                   |                                    | 15,417                    |                         |                                                             |
| c                                                                                                                                                                  | Adjusted net income (if negative, enter -0-)                                     |                                    |                           | 0                       |                                                             |

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Form **990-PF** (2013)
 SCANNED MAY 16 2014  
 Revenue  
 Operating and Administrative Expenses

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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>                                                                                                                                    | <b>1</b> Cash – non-interest-bearing                                                                                                 | <b>13,071</b>     | <b>14,423</b>  | <b>14,423</b>         |
|                                                                                                                                                  | <b>2</b> Savings and temporary cash investments                                                                                      | <b>13,901</b>     | <b>65,350</b>  | <b>65,350</b>         |
|                                                                                                                                                  | <b>3</b> Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                            |                   |                |                       |
|                                                                                                                                                  | <b>4</b> Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶                                                             |                   |                |                       |
|                                                                                                                                                  | <b>5</b> Grants receivable                                                                                                           |                   |                |                       |
|                                                                                                                                                  | <b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)     |                   |                |                       |
|                                                                                                                                                  | <b>7</b> Other notes and loans receivable (att. schedule) ▶<br>Less: allowance for doubtful accounts ▶                               | <b>0</b>          |                |                       |
|                                                                                                                                                  | <b>8</b> Inventories for sale or use                                                                                                 |                   |                |                       |
|                                                                                                                                                  | <b>9</b> Prepaid expenses and deferred charges                                                                                       |                   |                |                       |
|                                                                                                                                                  | <b>10a</b> Investments – U S and state government obligations (attach schedule)                                                      |                   |                |                       |
|                                                                                                                                                  | <b>b</b> Investments – corporate stock (attach schedule) <b>SEE STMT 6</b>                                                           | <b>240,592</b>    | <b>256,252</b> | <b>411,930</b>        |
|                                                                                                                                                  | <b>c</b> Investments – corporate bonds (attach schedule) <b>SEE STMT 7</b>                                                           | <b>85,654</b>     | <b>46,296</b>  | <b>46,562</b>         |
|                                                                                                                                                  | <b>11</b> Investments – land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach sch.) ▶                     |                   |                |                       |
|                                                                                                                                                  | <b>12</b> Investments – mortgage loans                                                                                               |                   |                |                       |
|                                                                                                                                                  | <b>13</b> Investments – other (attach schedule) <b>SEE STATEMENT 8</b>                                                               | <b>165,933</b>    | <b>110,641</b> | <b>119,907</b>        |
|                                                                                                                                                  | <b>14</b> Land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach sch.) ▶                                   |                   |                |                       |
|                                                                                                                                                  | <b>15</b> Other assets (describe ▶ <b>SEE STATEMENT 9</b> )                                                                          | <b>713</b>        | <b>713</b>     | <b>713</b>            |
|                                                                                                                                                  | <b>16</b> <b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)                        | <b>519,864</b>    | <b>493,675</b> | <b>658,885</b>        |
| <b>Liabilities</b>                                                                                                                               | <b>17</b> Accounts payable and accrued expenses                                                                                      |                   |                |                       |
|                                                                                                                                                  | <b>18</b> Grants payable                                                                                                             |                   |                |                       |
|                                                                                                                                                  | <b>19</b> Deferred revenue                                                                                                           |                   |                |                       |
|                                                                                                                                                  | <b>20</b> Loans from officers, directors, trustees, and other disqualified persons                                                   |                   |                |                       |
|                                                                                                                                                  | <b>21</b> Mortgages and other notes payable (attach schedule)                                                                        |                   |                |                       |
|                                                                                                                                                  | <b>22</b> Other liabilities (describe ▶ )                                                                                            |                   |                |                       |
|                                                                                                                                                  | <b>23</b> <b>Total liabilities</b> (add lines 17 through 22)                                                                         | <b>0</b>          | <b>0</b>       |                       |
| <b>Net Assets or Fund Balances</b>                                                                                                               | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/> |                   |                |                       |
|                                                                                                                                                  | <b>24</b> Unrestricted                                                                                                               |                   |                |                       |
|                                                                                                                                                  | <b>25</b> Temporarily restricted                                                                                                     |                   |                |                       |
|                                                                                                                                                  | <b>26</b> Permanently restricted                                                                                                     |                   |                |                       |
|                                                                                                                                                  | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>   |                   |                |                       |
|                                                                                                                                                  | <b>27</b> Capital stock, trust principal, or current funds                                                                           |                   |                |                       |
|                                                                                                                                                  | <b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund                                                              |                   |                |                       |
|                                                                                                                                                  | <b>29</b> Retained earnings, accumulated income, endowment, or other funds                                                           | <b>519,864</b>    | <b>493,675</b> |                       |
|                                                                                                                                                  | <b>30</b> <b>Total net assets or fund balances</b> (see instructions)                                                                | <b>519,864</b>    | <b>493,675</b> |                       |
|                                                                                                                                                  | <b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                   | <b>519,864</b>    | <b>493,675</b> |                       |

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

|                                                                                                                                                                     |          |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------------|
| <b>1</b> Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | <b>1</b> | <b>519,864</b> |
| <b>2</b> Enter amount from Part I, line 27a                                                                                                                         | <b>2</b> | <b>-26,189</b> |
| <b>3</b> Other increases not included in line 2 (itemize) ▶                                                                                                         | <b>3</b> |                |
| <b>4</b> Add lines 1, 2, and 3                                                                                                                                      | <b>4</b> | <b>493,675</b> |
| <b>5</b> Decreases not included in line 2 (itemize) ▶                                                                                                               | <b>5</b> |                |
| <b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30                                                      | <b>6</b> | <b>493,675</b> |

**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<br>P – Purchase<br>D – Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                             |  | <b>P</b>                                         | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| <b>b PUBLICLY TRADED SECURITIES</b>                                                                                              |  | <b>P</b>                                         | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| <b>c</b>                                                                                                                         |  |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                         |  |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                         |  |                                                  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 48,622</b>       |                                            | <b>52,805</b>                                   | <b>-4,183</b>                                |
| <b>b 143,113</b>      |                                            | <b>130,561</b>                                  | <b>12,552</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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|--------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| <b>a</b>                 |                                      |                                               | <b>-4,183</b>                                                                                |
| <b>b</b>                 |                                      |                                               | <b>12,552</b>                                                                                |
| <b>c</b>                 |                                      |                                               |                                                                                              |
| <b>d</b>                 |                                      |                                               |                                                                                              |
| <b>e</b>                 |                                      |                                               |                                                                                              |

  

|                                                                                                                                                                                                      |                                                                                                                                                                           |          |              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                                                                                                                               | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> | <b>2</b> | <b>8,369</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 |                                                                                                                                                                           | <b>3</b> |              |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2012                                                                 | 56,000                                   | 603,115                                      | 0.092851                                                  |
| 2011                                                                 | 64,000                                   | 607,483                                      | 0.105353                                                  |
| 2010                                                                 | 60,000                                   | 588,196                                      | 0.102007                                                  |
| 2009                                                                 | 61,891                                   | 555,507                                      | 0.111414                                                  |
| 2008                                                                 | 57,000                                   | 638,584                                      | 0.089260                                                  |

  

|                                                                                                                                                                                                                            |          |                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                                                       | <b>2</b> | <b>0.500885</b> |
| <b>3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>                                      | <b>3</b> | <b>0.100177</b> |
| <b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>                                                                                                                                      | <b>4</b> | <b>634,225</b>  |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                                                         | <b>5</b> | <b>63,535</b>   |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                                                        | <b>6</b> | <b>154</b>      |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                                                                 | <b>7</b> | <b>63,689</b>   |
| <b>8 Enter qualifying distributions from Part XII, line 4</b><br>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> | <b>68,000</b>   |

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

|           |                                                                                                                                                                                                                             |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) |           |            |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                  | <b>1</b>  | <b>154</b> |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                      |           |            |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                   | <b>2</b>  | <b>0</b>   |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                           | <b>3</b>  | <b>154</b> |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                 | <b>4</b>  | <b>0</b>   |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                              | <b>5</b>  | <b>154</b> |
| <b>6</b>  | <b>Credits/Payments</b>                                                                                                                                                                                                     |           |            |
| <b>a</b>  | 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                                                                           | <b>6a</b> | <b>880</b> |
| <b>b</b>  | Exempt foreign organizations – tax withheld at source                                                                                                                                                                       | <b>6b</b> |            |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                         | <b>6c</b> |            |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                     | <b>6d</b> |            |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                         | <b>7</b>  | <b>880</b> |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                    | <b>8</b>  |            |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                 | <b>9</b>  |            |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                     | <b>10</b> | <b>726</b> |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>726</b> <b>Refunded</b>                                                                                                                          | <b>11</b> |            |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                    | Yes       | No       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1a</b> 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?                                                                                                                                                                                     |           | <b>X</b> |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |           | <b>X</b> |
| <b>c</b> Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                                      |           | <b>X</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____                                                                                                                                                                    |           |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____                                                                                                                                                                                                      |           |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                              | <b>2</b>  | <b>X</b> |
| <b>3</b> 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                                                                                                                                | <b>3</b>  | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                              | <b>4a</b> | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                                          | <b>4b</b> |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                        | <b>5</b>  | <b>X</b> |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                        | <b>6</b>  | <b>X</b> |
| <b>7</b> 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                                                                                                                                                                                                                          | <b>7</b>  | <b>X</b> |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>OH</b>                                                                                                                                                                                                                                             |           |          |
| <b>b</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                                                                                                                                               | <b>8b</b> | <b>X</b> |
| <b>9</b> 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                                                                                                      | <b>9</b>  | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                       | <b>10</b> | <b>X</b> |

N/A

**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                                                            |                                 | <b>X</b>                 |
| 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                                                            |                                 | <b>X</b>                 |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>N/A</b>                                                                                                                                                                              | 13                                                            | <b>X</b>                        |                          |
| 14 | The books are in care of ► <b>JERRIE LEE RISPOLI</b><br><b>7373 PRODUCTION DR.</b><br>Located at ► <b>MENTOR</b>                                                                                                                                                                                                                 | Telephone no ► <b>440-974-3800</b><br>OH ZIP+4 ► <b>44060</b> |                                 |                          |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                              | 15                                                            |                                 | <input type="checkbox"/> |
| 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?<br>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<br><input type="checkbox"/> | No<br><b>X</b>           |

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

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

|                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                         |                                                                                         |                                                                                         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| <b>5a</b> During the year did the foundation pay or incur any amount to                                                                                                                                                                                                                                                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Provide a grant to an individual for travel, study, or other similar purposes?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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)<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |
| <b>b</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)?<br>Organizations relying on a current notice regarding disaster assistance check here | N/A <input type="checkbox"/> Yes <input type="checkbox"/> No<br>▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |
| <b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?<br>If "Yes," attach the statement required by Regulations section 53.4945–5(d)                                                                     | N/A <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?<br>If "Yes" to 6b, file Form 8870                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                                                                                                         | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |
| <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                                                                                                     | N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> | <div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div> |

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 10     |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

▶ 0

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services ▶**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 N/A                                                             |        |
| Total. Add lines 1 through 3 <span style="float: right;">▶</span> |        |

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

|          |                                                                                                             |           |                |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|----------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |                |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | <b>604,699</b> |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | <b>39,184</b>  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | <b>0</b>       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | <b>643,883</b> |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | <b>0</b>       |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | <b>0</b>       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | <b>643,883</b> |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)      | <b>4</b>  | <b>9,658</b>   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | <b>634,225</b> |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | <b>31,711</b>  |

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

|           |                                                                                                           |           |               |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | <b>31,711</b> |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5                                                    | <b>2a</b> | <b>154</b>    |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI.)                                         | <b>2b</b> |               |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | <b>154</b>    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | <b>31,557</b> |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |               |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | <b>31,557</b> |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |               |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | <b>31,557</b> |

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

|          |                                                                                                                                                      |           |               |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |           |               |
| <b>a</b> | Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26                                                                        | <b>1a</b> | <b>68,000</b> |
| <b>b</b> | Program-related investments – total from Part IX-B                                                                                                   | <b>1b</b> |               |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |               |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |               |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |               |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |               |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | <b>68,000</b> |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | <b>154</b>    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | <b>67,846</b> |

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

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

|                                                                                                                                                                                   | (a)<br>Corpus  | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------------------|-------------|---------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7                                                                                                                       |                |                            |             | <b>31,557</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                      |                |                            |             |               |
| <b>a</b> Enter amount for 2012 only                                                                                                                                               |                |                            |             |               |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |                |                            |             |               |
| <b>3</b> Excess distributions carryover, if any, to 2013                                                                                                                          |                |                            |             |               |
| <b>a</b> From 2008                                                                                                                                                                |                |                            |             | <b>25,313</b> |
| <b>b</b> From 2009                                                                                                                                                                |                |                            |             | <b>34,334</b> |
| <b>c</b> From 2010                                                                                                                                                                |                |                            |             | <b>31,822</b> |
| <b>d</b> From 2011                                                                                                                                                                |                |                            |             | <b>33,991</b> |
| <b>e</b> From 2012                                                                                                                                                                |                |                            |             | <b>26,721</b> |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | <b>152,181</b> |                            |             |               |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>68,000</b>                                                                                               |                |                            |             |               |
| <b>a</b> Applied to 2012, but not more than line 2a                                                                                                                               |                |                            |             |               |
| <b>b</b> Applied to undistributed income of prior years (Election required – see instructions)                                                                                    |                |                            |             |               |
| <b>c</b> Treated as distributions out of corpus (Election required – see instructions)                                                                                            |                |                            |             |               |
| <b>d</b> Applied to 2013 distributable amount                                                                                                                                     |                |                            |             | <b>31,557</b> |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | <b>36,443</b>  |                            |             |               |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        |                |                            |             |               |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |                |                            |             |               |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | <b>188,624</b> |                            |             |               |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |                |                            |             |               |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |                |                            |             |               |
| <b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions                                                                                                          |                |                            |             |               |
| <b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions                                                                            |                |                            |             |               |
| <b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014                                                                |                |                            |             | <b>0</b>      |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |                |                            |             |               |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)                                                                              | <b>25,313</b>  |                            |             |               |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a                                                                                              | <b>163,311</b> |                            |             |               |
| <b>10</b> Analysis of line 9                                                                                                                                                      |                |                            |             |               |
| <b>a</b> Excess from 2009                                                                                                                                                         |                |                            |             | <b>34,334</b> |
| <b>b</b> Excess from 2010                                                                                                                                                         |                |                            |             | <b>31,822</b> |
| <b>c</b> Excess from 2011                                                                                                                                                         |                |                            |             | <b>33,991</b> |
| <b>d</b> Excess from 2012                                                                                                                                                         |                |                            |             | <b>26,721</b> |
| <b>e</b> Excess from 2013                                                                                                                                                         |                |                            |             | <b>36,443</b> |

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

|                                                                                                                                                                                         |                 |                      |                 |                 |                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------|-----------------|-----------------|------------------|
| <b>1a</b> 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>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) |                 |                      |                 |                 |                  |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                                                     | <b>Tax year</b> | <b>Prior 3 years</b> |                 |                 | <b>(e) Total</b> |
|                                                                                                                                                                                         | <b>(a) 2013</b> | <b>(b) 2012</b>      | <b>(c) 2011</b> | <b>(d) 2010</b> |                  |
| <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<br>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.)

|                                                                                                                                                                                                                                                                                                                                              |                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| <b>1 Information Regarding Foundation Managers:</b>                                                                                                                                                                                                                                                                                          |                 |
| <b>a</b> List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )                                                                                         |                 |
| <b>JOSEPH B. MILGRAM, JR.</b>                                                                                                                                                                                                                                                                                                                | <b>\$30,000</b> |
| <b>b</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                                                                                                         |                 |
| <b>N/A</b>                                                                                                                                                                                                                                                                                                                                   |                 |
| <b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>                                                                                                                                                                                                                                                 |                 |
| Check here <input checked="" type="checkbox"/> 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. |                 |
| <b>a</b> The name, address, and telephone number or e-mail address of the person to whom applications should be addressed                                                                                                                                                                                                                    |                 |
| <b>N/A</b>                                                                                                                                                                                                                                                                                                                                   |                 |
| <b>b</b> The form in which applications should be submitted and information and materials they should include                                                                                                                                                                                                                                |                 |
| <b>N/A</b>                                                                                                                                                                                                                                                                                                                                   |                 |
| <b>c</b> Any submission deadlines                                                                                                                                                                                                                                                                                                            |                 |
| <b>N/A</b>                                                                                                                                                                                                                                                                                                                                   |                 |
| <b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors                                                                                                                                                                                                |                 |
| <b>N/A</b>                                                                                                                                                                                                                                                                                                                                   |                 |

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

| Recipient<br>Name and address (home or business)         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount        |
|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------------|
| <b>a</b> Paid during the year<br><b>SEE STATEMENT 11</b> |                                                                                                                    |                                      |                                     | <b>68,000</b> |
| <b>Total</b>                                             |                                                                                                                    |                                      | ▶ <b>3a</b>                         | <b>68,000</b> |
| <b>b</b> Approved for future payment<br><b>N/A</b>       |                                                                                                                    |                                      |                                     |               |
| <b>Total</b>                                             |                                                                                                                    |                                      | ▶ <b>3b</b>                         |               |





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No. 1545-0047

**2013**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

Employer identification number

**THE PAINTSTONE FOUNDATION**

**34-1538822**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

**THE PAINTSTONE FOUNDATION**

Employer identification number

**34-1538822****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|------------|---------------------------------------------------------------------------------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1</b>   | <b>JOSEPH B. MILGRAM, JR.</b><br><b>7373 PRODUCTION DRIVE</b><br><br><b>MENTOR OH 44060</b> | \$ <b>30,000</b>           | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions ) |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|            |                                                                                             | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|            |                                                                                             | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|            |                                                                                             | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|            |                                                                                             | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|            |                                                                                             | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                           | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|            |                                                                                             | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions )                   |

**Federal Statements****Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

| Description                | Revenue per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income |
|----------------------------|----------------------|--------------------------|------------------------|
| PARTNERSHIP INCOME/LOSS    | \$ -2,154            | \$ -2,154                | \$                     |
| MISCELLANEOUS INCOME       | 473                  | 473                      |                        |
| CAPITAL GAIN DISTRIBUTIONS | 4                    | 4                        |                        |
| TOTAL                      | \$ -1,677            | \$ -1,677                | \$ 0                   |

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

| Description       | Total    | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-------------------|----------|-------------------|-----------------|-----------------------|
| PROFESSIONAL FEES | \$ 4,400 | \$ 2,200          | \$              | \$                    |
| TOTAL             | \$ 4,400 | \$ 2,200          | \$ 0            | \$ 0                  |

**Statement 3 - Form 990-PF, Part I, Line 18 - Taxes**

| Description                     | Total    | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|---------------------------------|----------|-------------------|-----------------|-----------------------|
| FEDERAL 990PF RETURN OF PRIVATE | \$ 882   | \$                | \$              | \$                    |
| FOREIGN TAXES PAID              | 158      |                   |                 |                       |
| STATE FILING FEES               | 200      |                   |                 |                       |
| TOTAL                           | \$ 1,240 | \$ 0              | \$ 0            | \$ 0                  |

## Federal Statements

34-1538822

FYE: 12/31/2013

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description     | Total        | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-----------------|--------------|-------------------|-----------------|-----------------------|
| EXPENSES        | \$           | \$                | \$              | \$                    |
| MANAGEMENT FEES | 4,589        | 4,589             |                 |                       |
| MISC. EXPENSE   | 166          |                   |                 |                       |
| TOTAL           | <u>4,755</u> | <u>4,589</u>      | <u>0</u>        | <u>0</u>              |

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

| Amount | Noncash<br>Description | FMV<br>Explanation | Book Value<br>Amount | Book Value<br>Explanation | Date     |
|--------|------------------------|--------------------|----------------------|---------------------------|----------|
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 3,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 6,000  |                        |                    |                      |                           | 12/15/13 |
| 3,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 5,000  |                        |                    |                      |                           | 12/15/13 |
| 3,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 8,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 3,000  |                        |                    |                      |                           | 12/15/13 |
| 1,000  |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |
| 3,000  |                        |                    |                      |                           | 12/15/13 |
| 1,000  |                        |                    |                      |                           | 12/15/13 |
| 10,000 |                        |                    |                      |                           | 12/15/13 |
| 2,000  |                        |                    |                      |                           | 12/15/13 |

**Federal Statements**

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

| Description  | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|--------------|----------------------|----------------|-----------------------|----------------------|
| SEE ATTACHED | \$ 240,592           | \$ 256,252     | COST                  | \$ 411,930           |
| TOTAL        | \$ 240,592           | \$ 256,252     |                       | \$ 411,930           |

**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

| Description  | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|--------------|----------------------|----------------|-----------------------|----------------------|
| SEE ATTACHED | \$ 85,654            | \$ 46,296      | COST                  | \$ 46,562            |
| TOTAL        | \$ 85,654            | \$ 46,296      |                       | \$ 46,562            |

**Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments**

| Description          | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|----------------------|----------------------|----------------|-----------------------|----------------------|
| FOREIGN STOCKS       | \$ 9,061             | \$             | COST                  | \$                   |
| MUTUAL FUNDS         | 143,963              | 100,806        | COST                  | 105,791              |
| PARTNERSHIP INTEREST | 12,909               | 9,835          | COST                  | 14,116               |
| TOTAL                | \$ 165,933           | \$ 110,641     |                       | \$ 119,907           |

PAINSTONE FOUNDATION  
FEIN 34-1538822  
SCHEDULE OF INVESTMENTS

ATTACHMENTS TO AND MADE PART OF FORM 990-PF  
PART II - BALANCE SHEET - LINES 10 & 13

| COMMON STOCK<br>QTY | SECURITY                      | DATE<br>ACQUIRED                             | QTY                                | P/Y<br>COST | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|---------------------|-------------------------------|----------------------------------------------|------------------------------------|-------------|---------------|----------------------|
| 0                   | 3M CO                         | 2010<br>2013                                 | 75<br>(75)                         | 6,294 53    | -             | -                    |
| 150                 | ABBVIE INC                    | 2013                                         | 150                                | -           | 6,754 50      | 7,921 50             |
| 50                  | APPLIED INDL TECHNOLOGIES     | 2010<br>2013                                 | 100<br>(50)                        | 3,169 98    | 1,584 99      | 2,454 50             |
| 500                 | ARES CAP CORP                 | 2010<br>2012<br>2012                         | 500<br>600<br>(600)                | 8,364 75    | 8,364 75      | 8,885 00             |
| 20                  | BLACKROCK INC                 | 2012<br>2012<br>2013<br>2013                 | 60<br>(30)<br>(30)<br>20           | 5,190 60    | 5,682 20      | 6,329 40             |
| 100                 | BOEING CO                     | 2011                                         | 100                                | 6,355 98    | 6,355 98      | 13,649 00            |
| 100                 | CATERPILLAR INC               | 2010                                         | 100                                | 8,271 60    | 8,271 60      | 9,081 00             |
| 100                 | CHURCH & DWIGHT CO INC        | 2012                                         | 100                                | 4,531 06    | 4,531 06      | 6,628 00             |
| 375                 | C S X CORP                    | 2009<br>2010                                 | 150<br>(25)                        | -           | 5,555 00      | 10,788 75            |
|                     | 2 FOR 1 STOCK SPLIT           | 2011                                         | 250                                |             |               |                      |
| 300                 | DOW CHEMICAL CO               | 2006<br>2006<br>2009<br>2010<br>2011         | 130<br>50<br>170<br>(50)           | 6,565 21    | 6,565 21      | 13,320 00            |
| 125                 | ECOLAB INC.                   | 2006<br>2010<br>2011                         | 75<br>50                           | 4,909 07    | 4,909 07      | 13,033 75            |
| 100                 | EXXON MOBIL CORP              | 2010                                         | 100                                | 7,217 99    | 7,217 99      | 10,120 00            |
| 90                  | GENESEE & WYO INC             | 2011<br>2013                                 | 125<br>(35)                        | 6,367 45    | 4,584 56      | 8,644 50             |
| 0                   | GOLDMAN SACHS INC.            | 2012<br>2012<br>2013                         | 100<br>(50)<br>(50)                | 6,367 45    | -             | -                    |
| 10                  | GOOGLE INC                    | 2010                                         | 10                                 | 5,881 90    | 5,881 90      | 11,207 10            |
| 200                 | GNC ACQUISITIONS HOLDINGS INC | 2013                                         | 200                                | -           | 7,946 00      | 11,690 00            |
| 300                 | HEXCEL CORP NEW               | 2011                                         | 300                                | 7,017 00    | 7,017 00      | 13,407 00            |
| 100                 | ILLINOIS TOOL WORKS           | 2012                                         | 100                                | 5,607 99    | 5,607 99      | 8,408 00             |
| 500                 | INTEL CORP                    | 1994<br>1994<br>1994<br>1995<br>1996<br>1997 | 25<br>50<br>50<br>125<br>50<br>300 | -           |               |                      |

| QTY | SECURITY                                  | DATE<br>ACQUIRED | QTY     | P/Y<br>COST | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|-----|-------------------------------------------|------------------|---------|-------------|---------------|----------------------|
|     | * DONATED 12/30 BY JSM W/BASIS OF 9,857 1 | 1997             | 500     |             |               |                      |
|     | * DONATED 12/23 BY JSM W/BASIS OF 30,780  | 1998             | 286     |             |               |                      |
|     | 2 for 1 stock split                       | 1999             | 1,386   |             |               |                      |
|     | 2 for 1 stock split                       | 2000             | 2,772   |             |               |                      |
|     |                                           | 2000             | (3,044) |             |               |                      |
|     |                                           | 2003             | (1,550) |             |               |                      |
|     |                                           | 2006             | (450)   |             |               |                      |
|     |                                           | 2008             | (250)   |             |               |                      |
|     |                                           | 2009             | (50)    |             |               |                      |
|     |                                           | 2010             | 200     |             |               |                      |
|     |                                           | 2011             | 100     | 7,154 49    | 7,154 49      | 12,977 50            |
| 40  | INTERN'L BUSINESS MACHINES                | 2005             | 25      |             |               |                      |
|     |                                           | 2006             | 75      |             |               |                      |
|     |                                           | 2009             | 100     |             |               |                      |
|     |                                           | 2009             | (100)   | 3,322 00    | 3,322 00      | 7,502 80             |
|     |                                           | 2010             | (10)    |             |               |                      |
|     |                                           | 2010             | (10)    |             |               |                      |
|     |                                           | 2012             | (40)    |             |               |                      |
| 100 | JOHNSON & JOHNSON                         | 2012             | 100     | 6,534 95    | 6,534 95      | 9,159 00             |
| 200 | LINCOLN ELEC HLDGS INC.                   | 2007             | 25      |             |               |                      |
|     |                                           | 2010             | 75      | 6,242 61    | 6,242 61      | 14,268 00            |
|     | 2 FOR 1 STOCK SPLIT                       | 2011             | 100     |             |               |                      |
| 50  | LANCASTER COLONY CORP                     | 2013             | 50      | -           | 4,207 00      | 4,407 50             |
| 200 | LKQ CORP                                  | 2013             | 200     | -           | 4,557 98      | 6,580 00             |
| 25  | MASTERCARD INC                            | 2010             | 25      | 6,354 96    | 6,354 96      | 20,886 50            |
| 200 | MCCORMICK CO INC.                         | 2012             | 100     | 10,658 98   | 10,658 98     | 13,784 00            |
|     |                                           | 2012             | 100     |             |               |                      |
| 50  | MCDONALDS CORP                            | 2010             | 100     | 3,459 89    |               |                      |
|     |                                           | 2011             | (50)    |             | 3,459 89      | 4,851 50             |
| 0   | MICROSOFT CORP                            | 2009             | 200     |             |               |                      |
|     |                                           | 2010             | 100     |             |               |                      |
|     |                                           | 2011             | 100     | 10,640 68   | -             | -                    |
|     |                                           | 2013             | (400)   |             |               |                      |
| 100 | NATIONAL OILWELL VARCO INC                | 2013             | 100     |             | 7,363 99      | 7,953 00             |
| 150 | NEOGEN CORP.                              | 2002             | 200     |             |               |                      |
|     |                                           | 2003             | 150     |             |               |                      |
|     | 5 for 4 stock split                       | 2004             | 88      |             |               |                      |
|     |                                           | 2006             | (138)   |             |               |                      |
|     | 3 for 2 stock split                       | 2007             | 138     |             |               |                      |
|     |                                           | 2007             | (26)    |             |               |                      |
|     |                                           | 2009             | 588     |             |               |                      |
|     |                                           | 2009             | (500)   |             |               |                      |
|     | 3 for 2 stock split                       | 2010             | 250     |             |               |                      |
|     |                                           | 2010             | (50)    |             |               |                      |
|     |                                           | 2010             | (200)   |             |               |                      |
|     |                                           | 2010             | (100)   |             |               |                      |
|     |                                           | 2011             | (100)   |             |               |                      |
|     |                                           | 2011             | (25)    | 1,379 88    | 501 77        | 6,855 00             |
|     |                                           | 2013             | (175)   |             |               |                      |
|     | 3 for 2 stock split                       | 2013             | 50      |             |               |                      |
| 100 | NESTLE SA SPONSORED ADR                   | 2013             | 100     | -           | 6,867 00      | 7,359 00             |
| 75  | NIKE INC                                  | 2010             | 100     | 3,781 73    | 2,836 30      | 5,898 00             |
|     |                                           | 2011             | (50)    |             |               |                      |
|     | 2-FOR-1 STOCK SPLIT                       | 2012             | 50      |             |               |                      |
|     |                                           | 2013             | (25)    |             |               |                      |
| 200 | NOBLE CORP                                | 2010             | 200     | 6,650 81    | 6,650 81      | 7,494 00             |
| 75  | NOVO NORDISK AS ADR                       | 2010             | 75      | 7,868 24    | 7,868 24      | 13,857 00            |
| 0   | NUANCE COMMUNICATIONS INC                 | 2010             | 350     | 6,278 50    | -             | -                    |
|     |                                           | 2013             | (350)   |             |               |                      |

| QTY | SECURITY                               | DATE<br>ACQUIRED                             | QTY                                      | P/Y<br>COST           | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|-----|----------------------------------------|----------------------------------------------|------------------------------------------|-----------------------|---------------|----------------------|
| 100 | PRAXAIR INC                            | 2012                                         | 100                                      | 10,791 00             | 10,791 00     | 13,003 00            |
| 100 | QUALCOMM INC                           | 2011                                         | 100                                      | 5 817 98              | 5,817 98      | 7,425 00             |
| 225 | RPM INTERNATIONAL INC                  | 2008<br>2009                                 | 300<br>(75)                              | 4,540 07              | 4,540 07      | 9,339 75             |
| 0   | SAFEGUARD SCIENTIFICS INC              | 2011<br>2012<br>2013                         | 300<br>350<br>(650)                      | 10,567 45             | -             |                      |
| 100 | SCHLUMBERGER LTD                       | 2012                                         | 100                                      | 7,845 99              | 7,845 99      | 9,011 00             |
| 500 | SCHWAB CHARLES CORP                    | 2013                                         | 500                                      | -                     | 9,404 76      | 13,000 00            |
| 125 | STERICYCLE INC.<br>2 for 1 stock split | 2006<br>2007<br>2007<br>2009<br>2009<br>2010 | 80<br>80<br>(10)<br>150<br>(150)<br>(25) | -<br><br><br>4,197 77 | 4,197 77      | 14,521 25            |
| 100 | STRYKER CORP                           | 2013                                         | 100                                      | -                     | 6,182 95      | 7,514 00             |
| 0   | TARGET                                 | 2010<br>2013                                 | 150<br>(150)                             | 8,887 49              | -             |                      |
| 100 | TERADATA CORP DEL                      | 2013                                         | 100                                      | -                     | 5,854 99      | 4,549 00             |
| 200 | T J X COM. INC.<br>2-FOR-1 STOCK SPLIT | 2006<br>2007<br>2012<br>2012                 | 250<br>(50)<br>200<br>(200)              | 2,529 00              | 2,529 00      | 12,746 00            |
| 225 | US BANCORP                             | 2012<br>2012                                 | 125<br>100                               | 7,419 43<br>-         | 7,419 43      | 9,090 00             |
| 100 | WABTEC CORP                            | 2013                                         | 100                                      | -                     | 5,704 99      | 7,427 00             |
| 150 | ZOETIS INC                             | 2013                                         | 150                                      | -                     | 4,551 83      | 4,903 50             |

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240,591 46      256,251.53      411,929.80  
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FOREIGN STOCK  
QTY

| SECURITY             | DATE<br>ACQUIRED     | QTY                   | P/Y<br>COST | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|----------------------|----------------------|-----------------------|-------------|---------------|----------------------|
| HSBC HLDGS PLC 6.20% | 2010<br>2010<br>2013 | 890<br>(490)<br>(400) | 9 060 85    | -             |                      |

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9,060.85      -      -  
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MUTUAL FUNDS  
QTY

| SECURITY                     | DATE<br>ACQUIRED | QTY   | P/Y<br>COST | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|------------------------------|------------------|-------|-------------|---------------|----------------------|
| DODGE AND COX INCOME FUND    | 2013             | 1,696 | -           | 23,000 00     | 22,949 11            |
| GUGGENHEIM BULLETSHARES 2015 | 2013             | 208   | -           | 4,552 89      | 4,551 04             |
| GUGGENHEIM BULLETSHARES 2016 | 2013             | 287   | -           | 6,388 62      | 6,397 23             |
| GUGGENHEIM BULLETSHARES 2017 | 2013             | 363   | -           | 8,212 84      | 8,225 58             |

| QTY | SECURITY                                          | DATE<br>ACQUIRED             | QTY                                | P/Y<br>COST              | TOTAL<br>COST         | FAIR MARKET<br>VALUE |
|-----|---------------------------------------------------|------------------------------|------------------------------------|--------------------------|-----------------------|----------------------|
| 0   | ISHARES MSCI EMERGING MKTS<br>3 for 1 stock split | 2005<br>2008<br>2010<br>2013 | 25<br>50<br>75<br>(150)            | 5,323 00                 | -                     |                      |
| 0   | ISHARES MSCI AUSTRALIA ETF                        | 2010<br>2013                 | 425<br>(425)                       | 10,459 21                | -                     |                      |
| 0   | ISHARE MSCI CANADA ETF                            | 2010<br>2013                 | 250<br>(250)                       | 7,397 50                 | -                     |                      |
| 0   | ISHARES MSCI GERMANY                              | 2010<br>2013                 | 150<br>(150)                       | 3,638 97                 | -                     |                      |
| 125 | ISHARES MSCI SOUTH KOREA CAPPED                   | 2013                         | 125                                | -                        | 6,979 94              | 8,083 75             |
| 250 | ISHARES MSCI SINGAPORE                            | 2010                         | 250                                | 3,449 98                 | 3,449 98              | 3,292 50             |
| 0   | IQ CANADA SMALL CAP ETF                           | 2010<br>2013                 | 125<br>(125)                       | 3,870 00                 | -                     |                      |
| (0) | PIMCO ALL ASSETS                                  | 2012<br>2013<br>2013<br>2013 | 4,583<br>116<br>(2,293)<br>(2,406) | 51,554 71<br>-<br>-<br>- | -                     |                      |
| 0   | POWERSHARES BUILD AMERICA PO                      | 2012<br>2012<br>2013         | 340<br>325<br>(665)                | 19,989 39                | -                     |                      |
| 800 | POWERSHARES SENIOR LOAN PORT ETF                  | 2012<br>2013                 | 400<br>400                         | 9,872 00<br>-            | 19,938 08<br>(0 11)   | 19,904 00            |
| 100 | SPDR S&P BIOTECH ETF                              | 2012                         | 100                                | 8,559 85                 | 8,559 85              | 13,020 00            |
| 300 | VANGUARD REIT ETF<br>ROC - 4/15/13                | 2012                         | 300                                | 19,847 85                | 19,847 85<br>(123 67) | 19,368 00            |

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143,962.46      100,806.27      105,791 21  
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CORPORATE BONDS  
QTY

| SECURITY                     | DATE<br>ACQUIRED     | P/Y<br>COST           | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|------------------------------|----------------------|-----------------------|---------------|----------------------|
| GEN ELECTRIC CAP 6.10%       | 2010<br>2010<br>2013 | 800<br>(400)<br>(400) | 9,951 99      | -                    |
| GOLDMAN SACHS 6.125%         | 2010<br>2012<br>2013 | 750<br>(375)<br>(375) | 9,375 00      | -                    |
| METLIFE INC 5.875% PFD       | 2010<br>2013         | 400<br>(400)          | 9,868 52      | -                    |
| ARCADIA CA REDEV AGY 6.250%  | 2010                 | 10,000                | 10,184 00     | 10,184 00            |
| UNION COUNTY IL BUILD 7.250% | 2010                 | 15,000                | 15,799 95     | 15,799 95            |
| AMERENENERGY 6.3%            | 2010<br>2013         | 10,000<br>(10,000)    | 10,162 50     | -                    |
| PROLOGIS 5.625%              | 2010                 | 10,000                | 10,125 00     | 10,633 40            |
| COLUMBUS FRANKLIN CNTY OH    | 2011                 | 10,000                | 10,187 40     | 10,594 10            |
|                              |                      |                       | 85,654.36     | 46,296.35            |
|                              |                      |                       | =====         | 46,561.70            |

Partnership Interests  
QTY

| SECURITY                      | DATE<br>ACQUIRED | P/Y<br>COST | TOTAL<br>COST | FAIR MARKET<br>VALUE |
|-------------------------------|------------------|-------------|---------------|----------------------|
| KINDER MORGAN ENERGY PARTNERS | 8/7/2012         | 12,909 00   | 9,834 50      | 14,115 50            |
|                               |                  | 12,909.00   | 9,834.50      | 14,115 50            |
|                               |                  | =====       | =====         | =====                |

**Federal Statements**

FYE: 12/31/2013

**Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets**

| <u>Description</u> | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Fair Market<br/>Value</u> |
|--------------------|------------------------------|------------------------|------------------------------|
| PREPAID TAXES      | \$ 713                       | \$ 713                 | \$ 713                       |
| TOTAL              | \$ 713                       | \$ 713                 | \$ 713                       |

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## Federal Statements

**Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc.**

| Name and Address                                                   | Title   | Average Hours | Compensation | Benefits | Expenses |
|--------------------------------------------------------------------|---------|---------------|--------------|----------|----------|
| JOSEPH B. MILGRAM, JR.<br>7373 PRODUCTION DRIVE<br>MENTOR OH 44060 | TRUSTEE | 1.00          | 0            | 0        | 0        |
| MARGARETTA SC MILGRAM<br>7373 PRODUCTION DRIVE<br>MENTOR OH 44060  | TRUSTEE | 0.00          | 0            | 0        | 0        |
| JOHN S. MILGRAM<br>7373 PRODUCTION DRIVE<br>MENTOR OH 44060        | TRUSTEE | 0.00          | 0            | 0        | 0        |
| ANDREW MILGRAM<br>7373 PRODUCTION DRIVE<br>MENTOR OH 44060         | TRUSTEE | 0.00          | 0            | 0        | 0        |
| THOMAS MILGRAM<br>7373 PRODUCTION DRIVE<br>MENTOR OH 44060         | TRUSTEE | 0.00          | 0            | 0        | 0        |

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## Federal Statements

### Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

| <u>Name of Manager</u> | <u>Amount</u> |
|------------------------|---------------|
| JOSEPH B. MILGRAM, JR. | \$ 30,000     |
| TOTAL                  | \$ 30,000     |

## Federal Statements

34-1538822

FYE: 12/31/2013

**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**  
**Year**

| Name                           |                           | Address |  | Relationship             | Status | Purpose          | Amount |
|--------------------------------|---------------------------|---------|--|--------------------------|--------|------------------|--------|
| AMNESTY INTERNATIONAL          | NEW YORK NY 10001         |         |  | 5 PENN PLAZA             | GROUP  | HEALTH & WELFARE | 2,000  |
| CARE                           | MERRIFIELD VA 22116       |         |  | PO BOX 7039              | PC     | HEALTH & WELFARE | 3,000  |
| CENTER FOR FAMILIES & CHILDREN | CLEVELAND OH 44103        |         |  | 4500 EUCLID AVENUE       | PC     | HEALTH & WELFARE | 2,000  |
| CLEVELAND FOOD BANK            | CLEVELAND OH 44110        |         |  | 15500 SOUTH WATERLOO RD  | PC     | HEALTH & WELFARE | 6,000  |
| CLEVELAND MUSEUM OF ART        | CLEVELAND OH 44130        |         |  | 11150 EAST BLVD          | PC     | ARTS & EDUCATION | 3,000  |
| DOCTORS WITHOUT BORDERS        | NEW YORK NY 10001         |         |  | 333 7TH AVENUE           | PC     | HEALTH & WELFARE | 2,000  |
| FRIENDS OF BREAKTHROUGH        | CLEVELAND OH 44114        |         |  | 3615 SUPERIOR AVENUE     | PC     | EDUCATION        | 2,000  |
| FUTURE HEIGHTS                 | CLEVELAND OH 44118        |         |  | 2163 LEE ROAD            | PC     | EDUCATION        | 2,000  |
| IDEASTREAM                     | CLEVELAND OH 44115        |         |  | 1375 EUCLID AVENUE       | PC     | ARTS & EDUCATION | 2,000  |
| JUDSON FOUNDATION              | CLEVELAND OH 44106        |         |  | 2181 AMBLESIDE DRIVE     | SOUNK  | HEALTH & WELFARE | 5,000  |
| LAWRENCE SCHOOL                | BROADVIEW HEIGHTS OH 4414 |         |  | 1551 E. WALLINGS ROAD    | PC     | EDUCATION        | 3,000  |
| LEAF                           | CONCORD OH 44077          |         |  | 8221 AUBURN ROAD         | PC     | HEALTH & WELFARE | 2,000  |
| MUSICAL ARTS ASSOCIATION       | CLEVELAND OH 44106        |         |  | 11001 EUCLID AVENUE      | PC     | ARTS & EDUCATION | 8,000  |
| OXFAM AMERICA                  | BOSTON MA 02114           |         |  | 226 CAUSEWAY STREET      | PC     | HEALTH & WELFARE | 2,000  |
| POLYTECHNIC INSTITUTE          | BROOKLYN NY 11201         |         |  | SIX METROTECH CENTER     | PC     | EDUCATION        | 2,000  |
| SALVATION ARMY - LAKE COUNTY   | PAINESVILLE OH 44077      |         |  | 69 PEARL STREET          | PC     | HEALTH & WELFARE | 3,000  |
| WESTERN RESERVE PBS            | KENT OH 44240             |         |  | 1750 CAMPUS CENTER DRIVE | PC     | EDUCATION        | 1,000  |

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34-1538822

FYE: 12/31/2013

**Federal Statements****Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

| Name                           |  | Address                |  | Relationship | Status | Purpose          | Amount |
|--------------------------------|--|------------------------|--|--------------|--------|------------------|--------|
| Address                        |  |                        |  |              |        |                  |        |
| WHARTON SCHOOL                 |  | 3730 WALNUT STREET     |  |              |        | EDUCATION        | 2,000  |
| PHILADELPHIA PA 19104          |  | PC                     |  |              |        |                  |        |
| UNIVERSITY HOSPITAL            |  | 11100 EUCLID AVENUE    |  |              |        | HEALTH & WELFARE | 3,000  |
| CLEVELAND OH 44106             |  | GROUP                  |  |              |        |                  |        |
| AMERICAN CIVIL LIBERTIES UNION |  | 4506 CHESTER AVENUE    |  |              |        | EDUCATION        | 1,000  |
| CLEVELAND OH 44103             |  | PC                     |  |              |        |                  |        |
| CWRU/UH SCHOOL OF MEDICINE     |  | 10900 EUCLID AVENUE    |  |              |        | HEALTH & WELFARE | 10,000 |
| CLEVELAND OH 44106             |  | PC                     |  |              |        |                  |        |
| HOSPICE OF THE WESTERN RESERVE |  | 17876 ST. CLAIR AVENUE |  |              |        | HEALTH & WELFARE | 2,000  |
| CLEVELAND OH 44110             |  | PC                     |  |              |        |                  |        |
| TOTAL                          |  |                        |  |              |        |                  | 68,000 |

## Federal Statements

### Taxable Interest on Investments

| Description                                   | Amount   | Unrelated<br>Business Code | Exclusion<br>Code | Postal<br>Code | US<br>Obs (\$ or %) |
|-----------------------------------------------|----------|----------------------------|-------------------|----------------|---------------------|
| INTEREST INCOME, U.S. BANK,<br>VARIOUS PAYERS | \$ 3,225 |                            | 14                |                |                     |
| TOTAL                                         | \$ 3,225 |                            |                   |                |                     |

### Taxable Dividends from Securities

| Description                                   | Amount    | Unrelated<br>Business Code | Exclusion<br>Code | Postal<br>Code | US<br>Obs (\$ or %) |
|-----------------------------------------------|-----------|----------------------------|-------------------|----------------|---------------------|
| DIVIDEND INCOME, U.S. BANK,<br>VARIOUS PAYERS | \$ 12,289 |                            | 14                |                |                     |
| TOTAL                                         | \$ 12,289 |                            |                   |                |                     |

### Other Investment Income

| Description             | Amount    | Unrelated<br>Business Code | Exclusion<br>Code | Postal<br>Code |
|-------------------------|-----------|----------------------------|-------------------|----------------|
| PARTNERSHIP INCOME/LOSS | \$ -2,154 |                            | 1                 |                |
| MISCELLANEOUS INCOME    | 473       |                            | 1                 |                |
| TOTAL                   | \$ -1,681 |                            |                   |                |