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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

ORANGE SCHOOLS FOUNDATION

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

32000 CHAGRIN BOULEVARD

A Employer identification number

34-1690189

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

PEPPER PIKE, OH 44124-5974

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

B Telephone number

216-831-8600

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 355,668. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	110,686.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	369.	369.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	43,273.	0.	43,273.	STATEMENT 2
	12 Total. Add lines 1 through 11	154,328.	369.	43,273.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	775.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	502.	0.	0.	0.
	23 Other expenses	STMT 4	46,744.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		48,021.	0.	0.
	25 Contributions, gifts, grants paid		19,881.		19,881.
	26 Total expenses and disbursements. Add lines 24 and 25		67,902.	0.	19,881.
	27 Subtract line 26 from line 12		86,426.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		369.		
	c Adjusted net income (if negative, enter -0-)			43,273.	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		269,242.	355,668.	355,668.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		269,242.	355,668.	355,668.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		144,261.	223,633.	
	25 Temporarily restricted				
	26 Permanently restricted		124,981.	132,035.	
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		269,242.	355,668.	
	31 Total liabilities and net assets/fund balances		269,242.	355,668.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	269,242.
2 Enter amount from Part I, line 27a	2	86,426.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	355,668.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	355,668.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NONE				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3		

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

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

N/A

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)

2

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	N/A
Date of ruling or determination letter <u>05/01/92</u> (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3 Add lines 1 and 2	2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	4	
6 Credits/Payments	5	0.
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	Refunded

Part VII-A Statements Regarding Activities

1a 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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>	2	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>	3	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	4a	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	4b	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	6	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	7	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	8a	NONE
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? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► ORANGESCHOOLSFOUNDATION.ORG	13	X	
14	The books are in care of ► KAREN ERLENBACH Located at ► 32000 CHAGRIN BOULEVARD, PEPPER PIKE, OH	Telephone no ► 216-467-7446 ZIP+4 ► 44124-5974		
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		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
KATHY LEB 32000 CHAGRIN BOULEVARD PEPPER PIKE, OH 44124-5974	PRESIDENT 2.00	0.	0.	0.
LOUIS E. MATOUSEK 32000 CHAGRIN BOULEVARD PEPPER PIKE, OH 44124-5974	TREASURER 2.00	0.	0.	0.
NANCY WIGENBACH 32000 CHAGRIN BOULEVARD PEPPER PIKE, OH 44124-5974	EXEC. SECRETARY 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Describe the two largest program-related investments made by the foundation during the last year. (Line 1 and 2)	
1	N/A
2	
3	
All other program-related investments See instructions	
3	
3	
Total Add lines 1 through 3	0.

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0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes
 a Average monthly fair market value of securities
 b Average of monthly cash balances
 c Fair market value of all other assets
 d **Total** (add lines 1a, b, and c)
 e Reduction claimed for blockage or other factors reported on lines 1a and
 1c (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets**. Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return**. Enter 5% of line 5

1a	0.
1b	312,455.
1c	
1d	312,455.
1e	0.
2	0.
3	312,455.
4	4,687.
5	307,768.
6	15,388.

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

1 Minimum investment return from Part X, line 6

2a Tax on investment income for 2013 from Part VI, line 5

b Income tax for 2013 (This does not include the tax from Part VI)

c Add lines 2a and 2b

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	15,388.
2a	
2b	
2c	0.
3	15,388.
4	0.
5	15,388.
6	0.
7	15,388.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes
 a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26
 b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes

3 Amounts set aside for specific charitable projects that satisfy the
 a Suitability test (prior IRS approval required)
 b Cash distribution test (attach the required schedule)

4 **Qualifying distributions**. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment
 income Enter 1% of Part I, line 27b

6 **Adjusted qualifying distributions**. Subtract line 5 from line 4

1a	19,881.
1b	0.
2	
3a	
3b	
4	19,881.
5	0.
6	19,881.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				15,388.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	37,535.			
b From 2009	17,627.			
c From 2010	28,346.			
d From 2011	31,524.			
e From 2012	28,973.			
f Total of lines 3a through e	144,005.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 19,881.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				15,388.
e Remaining amount distributed out of corpus	4,493.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	148,498.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	37,535.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	110,963.			
10 Analysis of line 9				
a Excess from 2009	17,627.			
b Excess from 2010	28,346.			
c Excess from 2011	31,524.			
d Excess from 2012	28,973.			
e Excess from 2013	4,493.			

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				► <input type="checkbox"/>	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<input type="checkbox"/>	
b	85% of line 2a				<input type="checkbox"/>	
c	Qualifying distributions from Part XII, line 4 for each year listed				<input type="checkbox"/>	
d	Amounts included in line 2c not used directly for active conduct of exempt activities				<input type="checkbox"/>	
e	Qualifying distributions made directly for active conduct of exempt activities				<input type="checkbox"/>	
	Subtract line 2d from line 2c				<input type="checkbox"/>	
3	Complete 3a, b, or c for the alternative test relied upon				<input type="checkbox"/>	
a	"Assets" alternative test - enter				<input type="checkbox"/>	
(1)	(1) Value of all assets				<input type="checkbox"/>	
(2)	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				<input type="checkbox"/>	
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				<input type="checkbox"/>	
c	"Support" alternative test - enter				<input type="checkbox"/>	
(1)	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				<input type="checkbox"/>	
(2)	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				<input type="checkbox"/>	
(3)	(3) Largest amount of support from an exempt organization				<input type="checkbox"/>	
(4)	(4) Gross investment income				<input type="checkbox"/>	

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

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

NONE

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

NONE

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

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

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

KATHY LEB

32000 CHAGRIN BOULEVARD, PEPPER PIKE, OH 44124-5974

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

SEE ATTACHED EXHIBIT "A"

c Any submission deadlines

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

FOR USE TO BENEFIT WITHIN THE ORANGE SCHOOL DISTRICT

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ORANGE BOARD OF EDUCATION 32000 CHAGRIN BLVD. PEPPER PIKE, OH 44124	NONE		STUDENT ENRICHMENT	18,781.
CLAIRE CAPELLE 3163 FOX HOLLOW DRIVE PEPPER PIKE, OH 44124	NONE		STUDENT SCHOLARSHIP	
			STUDENT SCHOLARSHIP	100.
BRIAN RITCHKEN 4018 W. MEADOW LANE ORANGE VILLAGE, OH 44122	NONE		STUDENT SCHOLARSHIP	
				500.
ROBERT JONES 240 MURWOOD DRIVE MORELAND HILLS, OH 44022	NONE		STUDENT SCHOLARSHIP	
				250.
CAMILLE REHKSON 3443 OLD BRAINARD ROAD PEPPER PIKE, OH 44124	NONE		STUDENT SCHOLARSHIP	
				250.
Total				► 3a 19,881.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue				03	700.
a BRICKS				03	42,573.
b GALA-WILD FOR ORANGE					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					369.
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0.	43,273.	369.
13 Total Add line 12, columns (b), (d), and (e)				13	43,642.
(See worksheet in line 13 instructions to verify calculations)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
1A	BRICK SALES TO SUPPORT FOUNDATION'S OPERATIONS
1B	GALA EVENING TO SUPPORT FOUNDATION'S OPERATIONS

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

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013**Name of the organization****ORANGE SCHOOLS FOUNDATION****Employer identification number****34-1690189****Organization type (check one):****Filers of:**

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 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).

LHA 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

Employer identification number

ORANGE SCHOOLS FOUNDATION

34-1690189

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEGACY VILLAGE 25333 CEDAR ROAD, SUITE #300 LYNDHURST, OH 44124	\$ 4,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	LEGACY VILLAGE 25333 CEDAR ROAD, SUITE #300 LYNDHURST, OH 44124	\$ 1,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	CHESTNUT HILL REALTY 5F TWO BRATENAHL PLACE BRATENAHL, OH 44108	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	KEYBANC CAPITAL MARKETS 127 PUBLIC SQUARE CLEVELAND, OH 44114	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ORANGE SCHOOLS FOUNDATION

34-1690189

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GIFT CERTIFICATES	\$ 1,000.	11/16/13
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

ORANGE SCHOOLS FOUNDATION

34-1690189

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively religious, charitable, etc., contributions of \$1,000 or less for the year** (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	369.	369.	369.
TOTAL TO PART I, LINE 3	369.	369.	369.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BRICKS	700.	0.	700.
GALA-WILD FOR ORANGE	42,573.	0.	42,573.
TOTAL TO FORM 990-PF, PART I, LINE 11	43,273.	0.	43,273.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	775.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	775.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUNDRAISER EXPENSES	45,449.	0.	0.	0.
BANK CHARGES AND FEES	1,295.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	46,744.	0.	0.	0.

EXPLANATION

NOT REQUIRED TO FILE WITH THE OHIO ATTORNEY GENERAL AS THE TRUST IS EXEMPT FROM REGISTRATION PURSUANT TO ATTORNEY GENERAL RULE 109:1-1-02(B)(2)

Dear Orange Faculty & Staff,

DO YOU HAVE A GREAT IDEA?

Something INNOVATIVE and "OUT OF THE BOX"?

But no or limited money to make it a reality for your students?
For you and your colleagues?

IF YOU ANSWERED "YES",
PLEASE CONSIDER SUBMITTING A
GRANT REQUEST TO
THE ORANGE SCHOOLS FOUNDATION

The Orange Schools Foundation's 2014 Innovative Grant application process is seeking submissions for new ideas, programs or projects that OSF can help fund and make happen for our students, faculty and schools.

Our grants focus on providing funds, **UP TO \$5,000**, for "creativity and exploration" not covered by the regular budget. OSF wants to provide the funds needed to assist in **developing exciting and creative classroom, grade level or departmental programs or projects** which enhance curricular and extracurricular opportunities for students and faculty. Some of the grants awarded in the last 3 years are:

- Academic Planning Tools & Template: OHS Sports
- Artist-in-Residence Photography: BMS
- Ballroom Dance Project: BMS
- Broadway Buddies Adaptive Musical Theater Program
- Challenge Day for BMS. Bullying, Diversity, Negative Situations
- Cinema Production support software: OHS
- CPR for 4th grade students & parents. Partnership with District & American Heart Society
- E-Books, OHS & District
- Education Apps, Gund School
- Flip Video Cameras for HS English & MH Student Evaluations
- Freedom Pen Project: HS lathes, software & materials
- High Definition Equipment: HS Film & TV production
- iPod Touches: MH architecture, stock market & health curriculum
- MP3: Gund School / therapeutic music curriculum
- New Directions & Orange Art Center: pilot project in ceramics
- One Book, One Community :
- Orange is the New Green
- PEAK (Performance Enhancing Activities for Kids). HS mentorship program
- Power of One – Leadership & Bullying Prevention Program
- Speaker: PBS Ray Surez: The Browning of America
- R E A C H
- Science Speaker Program: OHS
- Sensory Integration Equipment: Gund School
- Wii Fit Equipment & Software: Gund School and Moreland Hills

Grant requests for standard computers, standard classroom / building equipment or ongoing annual program needs are generally not approved.

Completed Applications are due by January 7 2014 to your BUILDING PRINCIPAL

Direct questions to the following Foundation Board member.

Moreland Hills School & Inclusive Preschool contact – Beth Wilson-Fish, x4019

Brady Middle School, OCER & Gund School contact – Betsey Lee, x3317

Orange High School & New Directions contact - Gail Price, x2436

Orange Foundation Office – x5001; orangefoundation@orangecsd.org

Decision will be made by February 19, 2014

Orange Schools Foundation

32000 Chagrin Blvd., Pepper Pike, OH 44124

www.orangeschoolsfoundation.org

tel: x5001; email: orangefoundation@orangecsd.org

Joe Bemon · Jennifer Cohen (BOE) · Beth Wilson-Fish · Mark Goodman · Lawrence Kopitke
David Kornbluth · Kathy Leb · Betsey Lee · Ed Matousek · Rupal Mehra

Mark Jones · Sal Russo · Dr Edwin Holland, Superintendent · Dagmar Fellowes (BOE) · Karen Erlenbach, Adm



2014 Orange Schools Foundation Innovative Grant Application

TOP SHEET

The mission of the Orange Schools Foundation is to encourage new and innovative ideas, programs and projects, to provide for projects that enhance curricular and extracurricular opportunities for students and to enrich professional development for faculty.

Name (Applicant) _____

School: _____

Phone: (work) _____ (home) _____

Email: _____

Project Title: _____

Dollar Amount Requested: _____
(Not to Exceed \$5,000)

Checklist:

- Application Sheet (s)
- Financial Sheet (s): Include breakdown of project budget, including itemized costs for purchased equipment or materials. If you are seeking partial funding from the Foundation, indicate the person(s) or organization(s) who will provide the remaining funds (including the Orange City School District). Should you not obtain full funding, indicate if your project can proceed if scaled back.
- Implementation Timeline

Summary of grant request:

Should I be funded, I agree to submit a brief mid-year and year-end report, with photos if possible.

Applicant (please print) _____ Signature _____ Date _____

I have reviewed the application and confirm that the request falls within guidelines and meets all requirements. I recommend this grant be awarded. It is innovative and creative, will enhance the curriculum, and will benefit the students as indicated.

Building Principal's Signature _____ Date _____

Director of Curriculum's Signature _____ Date _____

Superintendent's Signature _____ Date _____

Page 1

Completed Applications are due by January 7 2014 to your BUILDING PRINCIPAL



Orange Schools Foundation

Innovative Grant Application

FORM

Project Title: _____

Describe Project / How will it enhance curriculum: _____

Project Goals & Objectives: _____

Implementation, planning and procedures: _____

Define student population (include number to be served) and/or teacher population: _____

Explain how the success of the project will be evaluated? _____

Why is this project "innovative"? _____

Please feel free to use up to two additional pages as required for explanation or elaboration

Completed Applications are due by January 7, 2014 to your BUILDING PRINCIPAL

Page 2