Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: LLOYD L & LOUISE K SMITH FOUNDATION 11095-00

A Employer identification number: 34-1717038

Number and street (or P O box number if mail is not delivered to street address): 106 SOUTH MAIN STREET, STE 16

Room/suite:

B Telephone number (see instructions): 330-384-7301

City or town, state or province, country, and ZIP or foreign postal code: AKRON, OH 44308

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,547,916.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	149,849.	148,797.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	624,474.			
	b	Gross sales price for all assets on line 6a 1,668,578.				
	7	Capital gain net income (from Part IV, line 2)		624,474.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	774,323.	773,271.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,168.	25,084.		25,084.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	5,759.	2,880.	NONE	2,880.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	53,556.	880.		200.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	109,483.	28,844.	NONE	28,164.
	25	Contributions, gifts, grants paid	194,250.			194,250.
	26	**Total expenses and disbursements** Add lines 24 and 25	303,733.	28,844.	NONE	222,414.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	470,590.			
	b	**Net investment income** (if negative, enter -0-)		744,427.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**

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		Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less. allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)		4,129,927.	4,600,515.	5,547,916.
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)		4,129,927.	4,600,515.	5,547,916.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶CASH OVERDRAFT)				
	23	**Total liabilities** (add lines 17 through 22)			NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**				
	27	Capital stock, trust principal, or current funds		4,129,927.	4,600,515.	
	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** (see instructions)		4,129,927.	4,600,515.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		4,129,927.	4,600,515.	

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	4,129,927.
2	Enter amount from Part I, line 27a	2	470,590.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,600,517.
5	Decreases not included in line 2 (itemize) ▶ROUNDING	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,600,515.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,668,578.		1,044,104.	624,474.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				624,474.
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	624,474.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	224,265.	4,906,680.	0.045706
2011	234,199.	4,754,550.	0.049258
2010	215,383.	4,505,598.	0.047803
2009	242,232.	4,192,464.	0.057778
2008	279,290.	5,059,506.	0.055201

2 **Total** of line 1, column (d)	2	0.255746
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	0.051149
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,258,104.
5 Multiply line 4 by line 3	5	268,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,444.
7 Add lines 5 and 6	7	276,391.
8 Enter qualifying distributions from Part XII, line 4	8	222,414.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	14,889.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	14,889.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	14,889.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . 6a 27,400.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	27,400.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	12,511.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 12,511. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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)?	1b		X
	*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.*			
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 ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIRSTMERIT BANK, NA Telephone no ▶ (330)384-7301

Located at ▶ 106 S. MAIN ST, 5TH FL, AKRON, OH ZIP+4 ▶ 44308

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRST MERIT BANK NA 106 S. MAIN ST, 5TH FL, AKRON, OH 44308	TRUSTEE 1	50,168.	-0-	-0-
ALLAN JOHNSON, ESQ. 955 MAYFAIR ROAD, AKRON, OH 44303	CO-TRUSTEE	-0-	-0-	-0-
ORVILLE L. REED III 3800 EMBASSY PARKWAY, SUITE 300, AKRON, OH 44333	CO-TRUSTEE	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,307,341.
b	Average of monthly cash balances	1b	30,836.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,338,177.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,338,177.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,073.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,258,104.
6	**Minimum investment return.** Enter 5% of line 5	6	262,905.

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

1	Minimum investment return from Part X, line 6			1	262,905.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,889.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,889.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	248,016.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	248,016.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	248,016.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	222,414.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	222,414.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	222,414.

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					248,016.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				190,738.	
b	Total for prior years 20 11 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	NONE				
b	From 2009	NONE				
c	From 2010	NONE				
d	From 2011	NONE				
e	From 2012	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 222,414.					
a	Applied to 2012, but not more than line 2a				190,738.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2013 distributable amount					31,676.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					216,340.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	NONE				
e	Excess from 2013	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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.

N/A

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:

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 36				194,250.
Total . . . . ▶ 3a				194,250.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	149,849.	
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			18	624,474.	
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)				774,323.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 774,323.

(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). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

FIRSTMERIT BANK, N.A.

BY Brenda J. Moubray 5-13-14

Signature of officer or trustee — Client Advisor — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name RONALD SHOEMAKER	Preparer's signature	Date 04/28/2014	Check ☐ if self-employed	PTIN P00021964
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 950 MAIN STREET CLEVELAND, OH 44113			Phone no 419-321-6096	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: LLOYD L & LOUISE K SMITH FOUNDATION 11095-00

Employer identification number: 34-1717038

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,668,296.	1,044,104.		624,192.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	282.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	624,474.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			624,474.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			-12,473.
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			624,474.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28 If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
LLOYD L & LOUISE K SMITH FOUNDATION 11095-00	34-1717038

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
7406. FIRSTMERIT CORPORATI	11/29/1991	04/25/2013	125,316.00	62,269.00			63,047.00
100000. FFCB 12/02/13	02/26/2007	12/02/2013	100,000.00	100,940.00			-940.00
70. AT & T INC	11/29/1991	12/24/2013	2,426.00	1,619.00			807.00
870. AUTOMATIC DATA PROCES	09/13/2012	12/24/2013	69,625.00	50,347.00			19,278.00
840. BRISTOL-MYERS SQUIBB	11/29/1991	12/24/2013	44,511.00	15,703.00			28,808.00
120. CHEVRONTEXACO CORP	09/13/2012	12/24/2013	14,741.00	13,994.00			747.00
1094. CHUBB CORP	09/13/2012	12/24/2013	103,939.00	84,029.00			19,910.00
70. COCA-COLA CO	11/29/1991	12/24/2013	2,810.00	611.00			2,199.00
125 DOMINION RESOURCES IN	04/16/2003	12/24/2013	8,069.00	3,669.00			4,400.00
1946. E I DUPONT DE NEMOUR	09/13/2012	12/24/2013	123,221.00	99,577.00			23,644.00
1500 EMERSON ELECTRIC CO	03/07/2005	12/24/2013	104,593.00	50,692.00			53,901.00
50 EXXON MOBIL CORP	01/30/1997	12/24/2013	4,963.00	1,207.00			3,756.00
1000. FEDEX CORPORATION	11/29/1991	12/24/2013	141,514.00	27,226 00			114,288.00
2450. GENERAL ELECTRIC CO	11/29/1991	12/24/2013	67,178 00	13,284 00			53,894 00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
LLOYD L & LOUISE K SMITH FOUNDATION 11095-00	34-1717038

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
870. GENUINE PARTS CO	09/13/2012	12/24/2013	71,939.00	54,897.00			17,042.00
1035. HOME DEPOT INC	04/21/2004	12/24/2013	83,461.00	45,483.00			37,978.00
50 ILLINOIS TOOL WORKS	09/13/2012	12/24/2013	4,164.00	3,073.00			1,091.00
3443. INTEL CORP	09/13/2012	12/24/2013	87,692.00	80,807.00			6,885.00
135. INTERNATIONAL BUSINES CORP	11/29/1991	12/24/2013	24,639.00	3,143.00			21,496.00
1000. JOHNSON & JOHNSON CO	03/07/2005	12/24/2013	91,879.00	68,540.00			23,339.00
75. KIMBERLY-CLARK CORP	09/13/2012	12/24/2013	7,872.00	6,248.00			1,624.00
1170. MARSH & MCLENNAN COM	09/13/2012	12/24/2013	56,385 00	40,646 00			15,739.00
2400. MICROSOFT CORP	07/08/1996	12/24/2013	88,775.00	18,075.00			70,700.00
45. PRAXAIR INC	09/13/2012	12/24/2013	5,789.00	4,802.00			987.00
65. PROCTER & GAMBLE CO	04/16/2003	12/24/2013	5,294 00	2,911.00			2,383.00
145 QUALCOMM INC	09/13/2012	12/24/2013	10,580 00	9,289 00			1,291 00
888. ROYAL DUTCH-ADR A	03/19/1996	12/24/2013	62,346 00	31,770.00			30,576.00
225 SPDR GOLD TRUST	09/13/2012	12/24/2013	26,070 00	38,543 00	C		-12,473.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949** (2013)

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
LLOYD L & LOUISE K SMITH FOUNDATION 11095-00

Social security number or taxpayer identification number
34-1717038

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
65. JM SMUCKER CO/THE-NEW	09/13/2012	12/24/2013	6,657.00	5,661.00			996.00
140. SOUTHERN CO	09/13/2012	12/24/2013	5,719.00	6,441.00			-722.00
565. SPECTRA ENERGY CORP W	09/13/2012	12/24/2013	19,453.00	16,328.00			3,125.00
1220. US BANCORP	09/13/2012	12/24/2013	49,642.00	42,651.00			6,991.00
800. WISDOM TREE INTL DIVI FD	09/13/2012	12/24/2013	37,197.00	33,744.00			3,453.00
130. EATON CORP PLC	12/03/2012	12/24/2013	9,837.00	5,885.00			3,952.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,668,296.	1,044,104.			624,192

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION			REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT & T INC			5,762.	5,762.
AUTOMATIC DATA PROCESSING INC			3,569.	3,569.
BRISTOL-MYERS SQUIBB CO.			4,029.	4,029.
CHEVRONTEXACO CORP			5,230.	5,230.
CHUBB CORP			1,893.	1,893.
COCA-COLA CO			2,882.	2,882.
DOMINION RESOURCES INC VA			3,236.	3,236.
E I DUPONT DE NEMOURS & CO			3,464.	3,464.
EMERSON ELECTRIC CO			2,490.	2,490.
EXXON MOBIL CORP			3,358.	3,358.
FFCB	3.750%	1/29/16	3,750.	3,750.
FFCB	5.070%	12/02/13	5,070.	5,070.
FFCB	4.800%	4/01/22	4,800.	4,800.
FFCB	1.700%	4/27/20	2,550.	2,550.
FFCB	1.060%	7/24/18	1,369.	1,369.
FHLB	4.875%	6/13/14	4,875.	4,875.
FHLB	2.750%	3/25/14	2,750.	2,750.
FNMA	5.000%	3/02/15	5,000.	5,000.
FHLMC	3.750%	3/27/19	3,750.	3,750.
FHLMC MTN	1.000%	7/28/17	1,308.	1,308.
FED SHORT TERM INC FUND #65			66.	66.
FEDEX CORPORATION			440.	440.
FIRSTMERIT CORPORATION			1,185.	1,185.
GENERAL ELECTRIC CO			5,320.	5,320.
GENUINE PARTS CO			2,696.	2,696.
HCP INC REIT			3,191.	2,969.
HOME DEPOT INC			2,694.	2,694.
ILLINOIS TOOL WORKS			2,256.	2,256.
INTEL CORP			3,099.	3,099.
INTERNATIONAL BUSINESS MACHINE CORP			1,665.	1,665.
ISHARES RUSSELL MIDCAP ETF			1,232.	1,232.
JP MORGAN CHASE & CO			2,214.	2,214.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JOHNSON & JOHNSON CO	2,590.	2,590.
KIMBERLY-CLARK CORP	2,999.	2,999.
MARSH & MCLENNAN COMPANIES INC	3,024.	3,024.
MC DONALDS CORP	2,221.	2,221.
MERCK & CO INC	1,720.	1,720.
MICROSOFT CORP	2,328.	2,328.
FEDERATED PRIME OBLIGATIONS FD	7.	7.
NORFOLK SOUTHERN CORP	2,646.	2,646.
PFIZER INC	3,360.	3,360.
PIMCO ENHANCED SHORT MATURITY ETF	1,076.	1,076.
PRAXAIR INC	1,678.	1,678.
PROCTER & GAMBLE CO	2,454.	2,454.
QUALCOMM INC	2,222.	2,222.
ROYAL DUTCH-ADR A	3,161.	3,161.
SPDR DJ WILSHIRE INTL REAL ESTATE	1,242.	1,242.
JM SMUCKER CO/THE-NEW COM	1,837.	1,837.
SOUTHERN CO	3,220.	3,220.
SPECTRA ENERGY CORP WI	3,533.	3,533.
US BANCORP	2,796.	2,796.
WELLS FARGO & CO NEW	2,356.	2,356.
WISDOMTREE EMG MKTS EQ INCOM	2,415.	2,415.
WISDOM TREE INTL DIVIDEND EX-FIN FD	1,545.	1,545.
EATON CORP PLC	2,226.	1,396.
TOTAL	149,849.	148,797.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	3,883.	1,942.		1,942.
OTHER ALLOCABLE EXPENSE-INCOME	725.	363.		363.
TAX PREPARATION FEE (NON-ALLOC	1,151.	575.		575.
TOTALS	5,759.	2,880.	NONE	2,880.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	474.	474.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	25,076.		
FEDERAL ESTIMATES - PRINCIPAL	27,400.		
FOREIGN TAXES ON QUALIFIED FOR	273.	273.	
FOREIGN TAXES ON NONQUALIFIED	133.	133.	
TOTALS	53,556.	880.	200.

FORM 990PF, PART XV - LINES 2a - 2d
==================================

RECIPIENT NAME:
  BRENDA MOUBRAY, TRUST OFFICER
ADDRESS:
  FIRSTMERIT BANK, NA 106 S. MAIN ST.
  AKRON, OH 44308
RECIPIENT'S PHONE NUMBER: 330-384-7301
FORM, INFORMATION AND MATERIALS:
  NO SPECIFIC FORM. APPLICATIONS SHOULD BE IN WRITING.
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  ANY PUBLIC EDUCATIONAL INSTITUTION, HOSPITAL, RELIGIOUS ORGANIZATION MAY APPLY

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF AKRON FOUNDATION
SCHOOL OF LAW
ADDRESS:
302 E BUCHTEL AVE
AKRON, OH 44325
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,750.

RECIPIENT NAME:
FIRST GLANCE STUDENT CENTER
ADDRESS:
943 KENMORE BLVD
AKRON, OH 44314
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CHILDRENS CONCERT SOCIETY OF
AKRON EJ THOMAS PERFORMING ARTS
ADDRESS:
198 HILL STREET
AKRON, OH 44325
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
CUYAHOGA VALLEY ART CENTER
ADDRESS:
2131 FRONT STREET
CUYAHOGA FALLS, OH 44221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
CUYAHOGA VALLEY YOUTH BALLET
ADDRESS:
PO BOX 3131
CUYAHOGA FALLS, OH 44223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
FRIENDS OF HISTORIC GLENDALE
CEMETERY
ADDRESS:
150 GLENDALE
AKRON, OH 44302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KENT STATE UNIVERSITY FOUNDATION
PORTHOUSE THEATRE
ADDRESS:
PO BOX 5190
KENT, OH 44242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MAGICAL THEATRE COMPANY
ADDRESS:
PO BOX 386
BARBERTON, OH 44203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MUSICAL ARTS ASSOCIATION
BLOSSOM MUSIC CENTER
ADDRESS:
11001 EUCLID AVE
CLEVELAND, OH 44106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 8

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TUESDAY MUSICAL ASSOCIATION
ADDRESS:
ONE SOUTH MAIN STREET SUITE 301
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
WESTERN RESERVE HISTORICAL SOCIETY
HALE FARM & VILLAGE
ADDRESS:
10825 EAST BLVD
CLEVELAND, OH 44106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
ASIAN SERVICES IN ACTION INC.
ADDRESS:
730 CARROLL STREET
AKRON, OH 44304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 750.

STATEMENT 9

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BUILDING FOR TOMORROW
ADDRESS:
100 WEST CEDAR STREET
AKRON, OH 44307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
FIRST BOOK GREATER AKRON
ADVISORY BOARD
ADDRESS:
691 SHOOK ROAD
AKRON, OH 44319
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
INVENT NOW INC.
ADDRESS:
3701 HIGHLAND PARK NW
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

STATEMENT 10

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JUNIOR ACHIEVEMENT USA-OF
NORTH CENTRAL OHIO
ADDRESS:
PO BOX 26006
AKRON, OH 44319
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
OUR LADY OF THE ELMS SCHOOL
ADDRESS:
1375 W EXCHANGE STREET
AKRON, OH 44313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ST PAUL ELEMENTARY SCHOOL
ADDRESS:
1580 BROWN STREET
AKRON, OH 44301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TWINSBURG CITY SCHOOL DISTRICT
ADDRESS:
11136 RAVENNA ROAD
TWINSBURG, OH 44087
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
WALSH UNIVERSITY
ADDRESS:
2020 EAST MAPLE STREET
NORTH CANTON, OH 44720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CONSERVANCYFOR CUYAHOGA VALLEY
NATIONAL PARK
ADDRESS:
1403 W HINES HILL ROAD
PENINSULA, OH 44264
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HUMANE SOCIETY OF GREATER AKRON
PAWSIBILITIES
ADDRESS:
7996 DARROW ROAD, SUITE 30
TWINSBURG, OH 44087
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,250.

RECIPIENT NAME:
LETS GROW AKRON INC
ADDRESS:
467 HARVEY AVENUE
AKRON, OH 44314
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BEACON JOURNAL CHARITY FUND INC.
ADDRESS:
50 SOUTH MAIN STREET, SUITE LL 100
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
INTERVAL BROTHERHOOD HOMES
CORPORATION
ADDRESS:
3445 SOUTH MAIN STREET
AKRON, OH 44319
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
PORTAGE PATH COMMUNITY MENTAL
HEALTH CENTER
ADDRESS:
340 SOUTH BROADWAY STREET
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ACCESS INC.
ADDRESS:
230 W MARKET STREET
AKRON, OH 44303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AKRON CANTON REGIONAL FOODBANK
ADDRESS:
330 OPPORTUNITY PARKWAY
AKRON, OH 44307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
AKRON INNER CITY SOCCER CLUB
ADDRESS:
865 ROSLYN AVENUE
AKRON, OH 44320
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
AKRON MARATHON CHARITABLE
CORPORATION
ADDRESS:
453 S HIGH STREET, SUITE 301
AKRON, OH 44311
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN NATION RED CROSS OF
SUMMIT AND PORTAGE COUNTIES
ADDRESS:
501 WEST MARKET STREET
AKRON, OH 44303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CASA BOARD VOLUNTEER ASSOCIATION
ADDRESS:
650 DAN STREET
AKRON, OH 44310
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
COMMUNITY OUTREACH RESOURCES
EXCHANGE - FURNITURE BANK
ADDRESS:
PO BOX 1192
CUYAHOGA FALLS, OH 44223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ELVES & MORE OF NORTHEAST OHIO
ADDRESS:
PO BOX 95
CUYAHOGA FALLS, OH 44222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF
SUMMIT COUNTY
ADDRESS:
2301 ROMIG ROAD
AKRON, OH 44320
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
INTERNATIONAL SOAP BOX DERBY
ADDRESS:
PO BOX 7225
AKRON, OH 44306
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JEWISH COMMUNITY CENTER OF AKRON -
GIRLS ON THE RUN OF GREATER SUMMIT
ADDRESS:
750 WHITE POND DRIVE
AKRON, OH 44320
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KYLIE JANE LONG FOUNDATION
ADDRESS:
PO BOX 645
BATH, OH 44210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
LOYOLA RETREAT HOUSE
ADDRESS:
700 KILLINGER ROAD
CLINTON, OH 44216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OPPORTUNITY PARISH ECUMENICAL
NEIGHBORHOOD - MINISTRY
ADDRESS:
941 PRINCETON AVE
AKRON, OH 44311
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
PATHWAY CARING FOR CHILDREN
ADDRESS:
4895 DRESSLER RD., NW SUITE A
CANTON, OH 44718
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PEGASUS FARM
ADDRESS:
7490 EDISON STREET, NE
HARTVILLE, OH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,250.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ROTARY CAMP FOR CHILDREN
WITH SPECIAL NEEDS
ADDRESS:
4460 REX LAKE DRIVE
AKRON, OH 44319
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
URBAN VISION
ADDRESS:
PO BOX 1563
AKRON, OH 44309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
VICTIM ASSISTANCE PROGRAM INC
ADDRESS:
150 FURNACE STREET
AKRON, OH 44304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
YOUNG MENS CHIRISTIAN ASSOCIATION
OF AKRON
ADDRESS:
815 MT PLEASANT RD
CLINTON, OH 44216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
LEADESHIP AKRON
ADDRESS:
54 EAST MILL STREET, SUITE 201
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
FIELDSTONE FARM
THERAPUETIC RIDING CENTER
ADDRESS:
16497 SNYDER ROAD
CHAGRIN FALLS, OH 44023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
COMMUNITY HALL FOUNDATION
PROGRAM ENDOWMENT - THE CIVIC
ADDRESS:
182 SOUTH MAIN STREET
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
CUYAHOGA VALLEY PRESERVATION &
SCENIC RAILWAY ASSOCIATION
ADDRESS:
PO BOX 158
PENINSULA, OH 44264
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
DOWNTOWN AKRON PARTNERSHIP INC.
ADDRESS:
103 S. HIGH STREET, 4TH FLOOR
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GREATER AKRON MUSICAL ASSOCIATION
ADDRESS:
92 N MAIN STREET
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
IDEASTREAM-WVIZ AND 90.3 WCPN
ADDRESS:
1375 EUCLID AVENUE
CLEVELAND, OH 44115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
OHIO & ERIE CANALWAY COALITION
ADDRESS:
47 WEST EXCHANGE STREET
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
STAN HYWET HALL & GARDENS INC.
ADDRESS:
714 NORTH PORTAGE PATH
AKRON, OH 44303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
SUMMIT COUNTY HISTORICAL SOCIETY
OF AKRON OHIO
ADDRESS:
550 COPLEY ROAD
AKRON, OH 44320
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
WEATHERVANE COMMUNITY PLAYHOUSE
ADDRESS:
1301 WEATHERVANE LANE
AKRON, OH 44313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OASIS OUTREACH OPPORTUNITY INC
ADDRESS:
282 WEST BOWERY STREET
AKRON, OH 44307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
OHIO FOUNDATION OF INDEPENDENT COLLEGES
ADDRESS:
250 EAST BROAD STREET, SUITE 1700
COLUMBUS, OH 43215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PROJECT LEARN OF SUMMIT COUNTY
ADDRESS:
60 S HIGH STREET
AKRON, OH 44326
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
REPLAY FOR KIDS
ADDRESS:
600 W STURBRIDGE DRIVE
MEDINA, OH 44256
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
WALSH JESUIT HIGH SCHOOL
ADDRESS:
4550 WYOGA LAKE ROAD
CUYAHOGA FALLS, OH 44224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
KEEP AKRON BEAUTIFUL
ADDRESS:
850 EAST MARKET STREET
AKRON, OH 44305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILDRENS HOSPITAL MEDICAL CENTER
OF AKRON
ADDRESS:
ONE PERKINS SQUARE
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
COMMUNITY DRUG BOARD INC
COMMUNITY HEALTH CENTER
ADDRESS:
725 EAST MARKET STREET
AKRON, OH 44305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
EMERGE MINISTRIES INC
ADDRESS:
900 MULL AVENUE
AKRON, OH 44313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FURNACE STREET MISSION
ADDRESS:
150 FURNACE STREET
AKRON, OH 44304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID	500.

RECIPIENT NAME:
MENTAL HEALTH AMERICA OF
SUMMIT COUNTY INC.
ADDRESS:
20 OLIVE STREET, SUITE 404
AKRON, OH 44310
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID	1,500.

RECIPIENT NAME:
NAMI SUMMIT COUNTY
ADDRESS:
PO BOX 462
CUYAHOGA FALLS, OH 44222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID	1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OAK CLINIC
ADDRESS:
3838 MASSILLON ROAD
UNIONTOWN, OH 44685
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
STEWART'S CARING PLACE
ADDRESS:
2955 WEST MARKET STREET, SUITE R
AKRON, OH 44333
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BATTERED WOMEN'S SHELTER
ADDRESS:
974 EAST MARKET STREET
AKRON, OH 44305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
GREAT TRAIL COUNCIL
ADDRESS:
PO BOX 68
AKRON, OH 44309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
BROKEN CHAINS JAIL & PRISION
MINISTRY
ADDRESS:
PO BOX 502
AKRON, OH 44309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
DANCING CLASSROOMS NORTHEAST
OHIO
ADDRESS:
10143 ROAYLTON ROAD, UNIT D
NORTH ROYALTON, OH 44133
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 750.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GUARDIANS ADVOCATING CHILD SAFETY
& PROTECTION
ADDRESS:
53 UNIVERSITY AVENUE, 4TH FLOOR
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
GIRL SCOUTS OF NE OHIO
ADDRESS:
ONE GIRL SCOUT WAY
MACEDONIA, OH 44056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
GOOD NEIGHBORS INC.
ADDRESS:
1453 GOODYEAR BLVD
AKRON, OH 44305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GOODWILL INDUSTRIES OF AKRON INC.
ADDRESS:
570 E WATERLOO ROAD
AKRON, OH 44319
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HAVEN OF REST MINISTRIES INC.
ADDRESS:
175 EAST MARKET STREET
AKRON, OH 44309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MOBILE MEALS INC.
ADDRESS:
1063 SOUTH BROADWAY STREET
AKRON, OH 44311
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PREGNANCY CARE OF SUMMIT COUNTY
ADDRESS:
195 E. TALLMADGE AVE
AKRON, OH 44310
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
REBUILDING TOGETHER SUMMIT
COUNTY INC.
ADDRESS:
788 DONALD AVENUE
AKRON, OH 44306
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SOUTH STREET MINISTRIES INC.
ADDRESS:
130 SOUTH STREET
AKRON, OH 44311
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TRULY REACHING YOU
ADDRESS:
PO BOX 814
AKRON, OH 44309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
YOUNG LIFE - GREATER AKRON
ADDRESS:
111 BROAD STREET, #200
WADSWORTH, OH 44281
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
UNITED WAY OF SUMMIT COUNTY
ADDRESS:
90 NORTH PROSPECT STREET
AKRON, OH 44304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NATIONAL MULTIPLE SCLEROSIS
SOCIETY - OHIO BUCKEYE CHAPTER
ADDRESS:
6155 ROCKSIDE ROAD, SUITE 202
INDEPENDENCE, OH 44131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF THE
WESTERN RESERVE INC.
ADDRESS:
889 JONATHAN AVENUE
AKRON, OH 44306
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
SALVATION ARMY SUMMITY COUNTY
AREA SERVICES
ADDRESS:
190 SOUTH MAPLE STREET
AKRON, OH 44302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AKRON ART MUSEUM
ADDRESS:
ONE SOUTH HIGH STREET
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

TOTAL GRANTS PAID: 194,250.

***068211095-00 THOMSONREUTE 20131231S1

THOMSONREUTE
THOMSON REUTERS
ATTN JEFF MASLANICH
24481 DETROIT RD, STE 400
WESTLAKE, OH 44145

FIRSTMERIT BANK, N.A., WILLIAM L.
CAPLAN AND & ORVILLE L. REED III
CO-TRUSTEES OF THE LLOYD L. AND
AND LOUISE K. SMITH FOUNDATION
U/A/D 11/29/1991

ACCOUNT 11095-00

STATEMENT OF ACCOUNT

AS OF

12/31/13

IF YOU HAVE ANY QUESTIONS
CONCERNING YOUR ACCOUNT, PLEASE CONTACT:

BRENDA J. MOUBRAY
(330) 384-7301 / (888) 384-6388

OR

CHRISTOPHER J. CREAHAN
(330) 384-7268 / (888) 384-6388

OR

CLIENT ADVISOR - STEVEN W. FOSTER
(330) 384-7306 / (888) 384-6388

PRIVATEBANK - AKRON
106 SOUTH MAIN STREET 5TH FLOOR
AKRON, OH 44308

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SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT. 11095-00

ASSET SUMMARY

AS OF 12/31/13

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	39,376.83-	0.71-%	39,376.83-			
MONEY MARKET FUNDS	154,638.72	2.79 %	154,638.72	0.00	15	0.01 %
U S GOVERNMENT AGENCIES	1,072,817 00	19 34 %	1,063,094.14	9,722.86	30,565	2.85 %
COMMON EQUITY SECURITIES	3,636,706.37	65.55 %	2,719,505.76	917,200.61	102,987	2.83 %
CLOSED END EQUITY MUTUAL FUND	462,219.70	8.33 %	441,218.04	21,001.66	12,447	2.69 %
TAXABLE FIXED INCOME FUNDS	99,883.45	1.80 %	100,000.00	116.55-	1,545	1.55 %
CLOSED-END FIXED INCOME (TAX)	121,584.00	2.19 %	121,992.00	408.00-	888	0.73 %
PRINCIPAL PORTFOLIO TOTAL	5,508,472.41	99.29 %	4,561,071.83	947,400.58	148,447	2.68 %
INCOME PORTFOLIO						
INCOME CASH	39,443.26	0.71 %	39,443.26			
TOTAL ASSETS	5,547,915.67	100.00 %	4,600,515.09	947,400.58	148,447	2.68 %

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT. 11095-00

LIST OF ASSETS

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO							
	PRINCIPAL CASH	39,376.83-	0.71-%	39,376.83-			
MONEY MARKET FUNDS							
154,638 72	FEDERATED PRIME OBLIGATIONS FUND	154,638.72 1.000	2.79 %	154,638.72	0.00	15	0.01 %
U S GOVERNMENT AGENCIES							
100,000	FEDERAL HOME LOAN BANK DTD 03/25/2009 2.750% 03/25/2014 NON CALLABLE	100,604.00 100.604	1.81 %	100,600.00	4.00	2,750	2.73 %
100,000	FEDERAL HOME LOAN BANK DTD 09/29/2006 4.875% 06/13/2014 NON CALLABLE	102,117.00 102.117	1.84 %	99,666.80	2,450.20	4,875	4 77 %
100,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 03/02/2005 5.000% 03/02/2015	105,542.00 105.542	1.90 %	99,350.00	6,192.00	5,000	4.74 %
100,000	FEDERAL FARM CREDIT BANK DTD 01/29/2009 3.750% 01/29/2016 NON CALLABLE	106,830.00 106.830	1.93 %	101,973.00	4,857 00	3,750	3.51 %
150,000	FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 06/25/2012 1.000% 07/28/2017 NON CALLABLE	149,052.00 99.368	2 69 %	152,226.00	3,174.00-	1,500	1.01 %

LIST OF ASSETS

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
150,000	FEDERAL FARM CREDIT BANK DTD 07/24/2012 1.060% 07/24/2018 NON CALLABLE	145,428.00 96.952	2.62 %	151,233.34	5,805.34-	1,590	1.09 %
100,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 03/27/2009 3.750% 03/27/2019 NON CALLABLE	108,997.00 108.997	1.96 %	101,908.00	7,089.00	3,750	3.44 %
150,000	FEDERAL FARM CREDIT BANK DTD 08/27/2012 1 700% 04/27/2020 NON CALLABLE	142,962.00 95 308	2.58 %	153,210.00	10,248.00-	2,550	1.78 %
100,000	FEDERAL FARM CREDIT BANK DTD 04/01/2008 4.800% 04/01/2022 NON CALLABLE	111,285.00 111.285	2.01 %	102,927.00	8,358.00	4,800	4.31 %
TOTAL U S. GOVERNMENT AGENCIES		1,072,817.00	19.34 %	1,063,094.14	9,722.86	30,565	2.85 %
COMMON EQUITY SECURITIES							
205	APPLE INC	115,009.10 561.020	2.07 %	116,362.08	1,352.98-	2,501	2.17 %
3,131	AT & T INC	110,085.96 35.160	1.98 %	72,394.17	37,691.79	5,761	5.23 %
1,181	AUTOMATIC DATA PROCESSING INC	95,423.62 80.799	1.72 %	68,344.35	27,079.27	2,268	2.38 %

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT· 11095-00

LIST OF ASSETS

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
2,065	BB&T CORPORATION	77,065.80 37.320	1.39 %	77,331.77	265.97-	1,900	2.47 %
2,038	BRISTOL MYERS SQUIBB CO	108,319.70 53.150	1.95 %	38,097.34	70,222.36	2,935	2.71 %
1,221	CHEVRON CORPORATION	152,515.11 124.910	2.75 %	142,393.02	10,122.09	4,884	3.20 %
3,170	CISCO SYSTEMS INC	71,103.10 22.430	1.28 %	68,787.42	2,315.68	2,156	3.03 %
2,503	COCA COLA CO	103,398.93 41.310	1.86 %	21,859.01	81,539.92	2,803	2.71 %
1,180	CONOCOPHILLIPS	83,367.00 70.650	1.50 %	82,311.49	1,055.51	3,257	3.91 %
1,313	DOMINION RESOURCES INC VA	84,937.97 64.690	1.53 %	38,536.55	46,401.42	2,954	3.48 %
1,195	EATON CORP PLC	90,963.40 76.120	1.64 %	61,727.73	29,235.67	2,008	2.21 %
1,315	EXXON MOBIL CORPORATION	133,078.00 101.200	2.40 %	31,740.28	101,337.72	3,314	2.49 %
4,550	GENERAL ELECTRIC CORP	127,536.50 28.030	2.30 %	24,669.53	102,866.97	4,004	3.14 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
802	GENUINE PARTS CO	66,718.38 83.190	1.20 %	50,606.04	16,112.34	1,724	2.58 %
1,793	HCP INC REAL ESTATE INVESTMENT TRUST	65,121.76 36.320	1.17 %	82,787.14	17,665.38-	3,765	5.78 %
692	HOME DEPOT INC	56,979.28 82.340	1.03 %	30,409.93	26,569.35	1,080	1.90 %
1,260	HONEYWELL INTERNATIONAL INC	115,126.20 91.370	2.08 %	114,181.07	945.13	2,268	1 97 %
1,396	ILLINOIS TOOL WKS INC	117,375.68 84.080	2.12 %	85,811.00	31,564 68	2,345	2 00 %
315	INTERNATIONAL BUSINESS MACHINES CORP	59,084.55 187.570	1.06 %	7,333.59	51,750.96	1,197	2.03 %
770	JM SMUCKER CO/THE-NEW	79,787.40 103.620	1.44 %	67,066.77	12,720 63	1,786	2.24 %
2,208	JP MORGAN CHASE & CO	129,123.84 58.480	2.33 %	101,379.97	27,743 87	3,356	2 60 %
871	KIMBERLY CLARK CORP	90,984.66 104.460	1.64 %	72,562.58	18,422.08	2,822	3.10 %
1,980	MARSH & MCLENNAN COS INC	95,752 80 48.360	1.73 %	68,785.01	26,967.79	1,980	2.07 %

LIST OF ASSETS

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
712	MCDONALDS CORP	69,085.36 97.030	1.25 %	65,261.56	3,823.80	2,307	3 34 %
2,575	MERCK & CO INC	128,878.75 50 050	2.32 %	122,682.24	6,196.51	4,532	3.52 %
1,307	NORFOLK SOUTHN CORP	121,328.81 92 830	2.19 %	28,533.93	92,794.88	2,719	2 24 %
635	OCCIDENTAL PETE CORP	60,388.50 95.100	1 09 %	59,261.32	1,127.18	1,626	2.69 %
3,715	PFIZER INC	113,790.45 30.630	2.05 %	124,799.57	11,009.12-	3,864	3 40 %
654	PRAXAIR INC	85,039.62 130 030	1.53 %	69,785.46	15,254.16	1,570	1.85 %
972	PROCTER & GAMBLE CO	79,130.52 81.410	1.43 %	43,530.05	35,600.47	2,339	2.96 %
1,564	QUALCOMM INC	116,127.00 74.250	2.09 %	100,189.68	15,937.32	2,190	1 89 %
1,460	SOUTHERN COMPANY	60,020.60 41.110	1.08 %	67,172.70	7,152.10-	2,964	4.94 %
2,331	SPECTRA ENERGY CORP WI	83,030.22 35.620	1.50 %	67,364.50	15,665.72	2,844	3.43 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
1,800	TARGET CORP	113,886.00 63.270	2.05 %	111,005.82	2,880.18	3,096	2 72 %
1,165	TRAVELERS COMPANIES INC	105,479.10 90.540	1.90 %	104,229.29	1,249.81	2,330	2.21 %
2,069	US BANCORP NEW	83,587.60 40.400	1.51 %	72,332.03	11,255.57	1,903	2.28 %
2,754	WELLS FARGO & CO	125,031.60 45.400	2.25 %	94,424.67	30,606.93	3,305	2.64 %
1,525	WISCONSIN ENERGY CORP	63,043.50 41.340	1.14 %	63,455.10	411.60-	2,333	3.70 %
TOTAL COMMON EQUITY SECURITIES		3,636,706.37	65.55 %	2,719,505.76	917,200.61	102,987	2.83 %
CLOSED END EQUITY MUTUAL FUND							
1,190	ISHARES RUSSELL MIDCAP ETF	178,476.20 149.980	3.22 %	155,345.53	23,130.67	2,345	1 31 %
2,225	WISDOMTREE EMERGING MARKETS EQUITY INCOME FUND	113,541.75 51.030	2.05 %	118,174.50	4,632 75-	4,655	4.10 %
3,275	WISDOMTREE INTERNATIONAL LARGECAP DIVIDEND FUND	170,201.75 51.970	3.07 %	167,698.01	2,503.74	5,446	3.20 %

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT· 11095-00

LIST OF ASSETS

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
TOTAL CLOSED END EQUITY MUTUAL FUND		462,219.70	8.33 %	441,218.04	21,001.66	12,447	2.69 %
TAXABLE FIXED INCOME FUNDS							
11,655 012	FEDERATED SHORT TERM INCOME FUND	99,883.45 8.570	1.80 %	100,000.00	116.55-	1,545	1.55 %
CLOSED-END FIXED INCOME (TAX)							
1,200	PIMCO ENHANCED SHORT MATURITY EXCHANGE-TRADED FUND	121,584.00 101.320	2.19 %	121,992.00	408.00-	888	0.73 %
PRINCIPAL PORTFOLIO TOTAL		5,508,472.41	99.29 %	4,561,071.83	947,400.58	148,447	2.69 %

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AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO							
	INCOME CASH	39,443.26	0.71 %	39,443.26			
TOTAL ASSETS		5,547,915.67	100.00 %	4,600,515.09	947,400.58	148,447	2.68 %