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 , and ending

Name of foundation: WILLIAM M WEISS FOUNDATION

A Employer identification number: 34-1787366

Number and street (or P O box number if mail is not delivered to street address): 7490 HUNTERS HOLLOW TRAIL — Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code: RUSSELL TWP OH 44072

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) ▶ $ 5,461,524

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	179	179		
4 Dividends and interest from securities	61,904	61,904		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	462,667			
b Gross sales price for all assets on line 6a 1,844,529				
7 Capital gain net income (from Part IV, line 2)		462,667		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	524,750	524,750	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 1	7,404			
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	225			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch.)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	7,629	0	0	0
25 Contributions, gifts, grants paid	214,250			214,250
26 **Total expenses and disbursements.** Add lines 24 and 25	221,879	0	0	214,250
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	302,871			
b **Net investment income (if negative, enter -0-)**		524,750		
c **Adjusted net income** (if negative, enter -0-)			0	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	587,626	561,029	561,029
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 3	3,599,853	3,929,321	4,900,495
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,187,479	4,490,350	5,461,524
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,187,479	4,490,350	
	30	**Total net assets or fund balances** (see instructions)	4,187,479	4,490,350	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,187,479	4,490,350	

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	4,187,479
2	Enter amount from Part I, line 27a	2	302,871
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,490,350
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,490,350

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENT			
b	CAPITAL GAIN DISTRIBUTION			
c	CAPITAL GAIN DISTRIBUTION			
d	CAPITAL GAIN DISTRIBUTION			
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	1,844,529	1,458,867		385,661
b	29,979			29,979
c	99			99
d	46,928			46,928
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				385,661
b				29,979
c				99
d				46,928
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	462,667
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	178,000	4,259,579	0.041788
2011	200,000	4,079,885	0.049021
2010	216,566	3,517,037	0.061576
2009	160,653	3,040,735	0.052834
2008	238,877	3,841,118	0.062189

2	**Total** of line 1, column (d)	2	0.267408
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	0.053482
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,877,836
5	Multiply line 4 by line 3	5	260,876
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,248
7	Add lines 5 and 6	7	266,124
8	Enter qualifying distributions from Part XII, line 4	8	214,250

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	10,495
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	0
3	Add lines 1 and 2		3	10,495
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	10,495
6	Credits/Payments:			
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	87
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	10,582
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** ▶ **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? N/A	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) ▶ 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? 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

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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 ▶ JEFFREY WEISS Telephone no ▶ 440-684-9600
7490 HUNTERS HOLLOW TRAIL
Located at ▶ RUSSELL TWP OH ZIP+4 ▶ 44072

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)? N/A **1b**

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? N/A **1c**

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 ▶ 20 , 20 , 20 , 20

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) N/A **2b**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ 20 , 20 , 20 , 20

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.) N/A **3b**

			Yes	No
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)?	N/A	**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?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (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
		0.00	0	0	0
JEFFREY WEISS 7490 HUNTERS HOLLOW	SO RUSSELL OH 44072	0.00	0	0	0
DAVID WEISS 8432 LAKE SHORE DR	BAINBRIGE OH 44023	0.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	4,674,085
b	Average of monthly cash balances	1b	278,033
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,952,118
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,952,118
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	74,282
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,877,836
6	**Minimum investment return.** Enter 5% of line 5	6	243,892

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	243,892
2a	Tax on investment income for 2013 from Part VI, line 5 2a 10,495		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	10,495
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	233,397
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	233,397
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	233,397

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	214,250
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	214,250
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	214,250

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				233,397
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			7,511	
b	Total for prior years: 20 ____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 214,250				
a	Applied to 2012, but not more than line 2a			7,511	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2013 distributable amount				206,739
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount – see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				26,658
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 4				214,250
Total			▶ 3a	214,250
b Approved for future payment N/A				
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					179
4 Dividends and interest from securities			14	64,271	-2,367
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					77,006
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b REFUNDS					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		64,271	74,818

13 **Total.** Add line 12, columns (b), (d), and (e) 13 139,089

(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.)
N/A	

DAA

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
N/A			

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
N/A		

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

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

X [signature] | X 5/10/2014 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY BABIN	[signature]	4/30/14	
Firm's name ▶ GREENWALD & BABIN, INC.		PTIN	P00084285
Firm's address ▶ 3601 GREEN ROAD, SUITE 208 BEACHWOOD, OH 44122		Firm's EIN ▶ 34-1395121	Phone no 216-464-7373

DAA

WILLIAM M WEISS FOUNDATION
INVESTMENTS

	BOOK VALUE		FAIR MKT VALUE	
LINE 10b CORPORATE STOCKS MUTUAL FUNDS				
M&N				
9,771 63 Life Sciences	$75,539 72		125,858 53	
13,634 57 International Senes	$115,055 38		135,118 57	
0.00 Finan Servic	$0 00			
6,197.91 World Opportun	$62,588 41		56,091 09	
2,887 71 Inflation Focus	$33,270 62		34,594 71	
5,429 64 Technologies senes	$56,142 52		77,535 24	
3,211 70 Real Estate senes	$31,638 23		42,779 86	
3,182.41 Emerging Markets	$26,446 50		36,279 49	
7,333 74 Small Cap	$68,240 47		89,104 99	
		$468,921 85		$597,362 48
MORGAN STANLEY #168				
380 00 Accor	$13,205 00		$17,960 19	
6,180 00 Alcoa	$52,093 74		$65,693 40	
1,320 00 Alere Inc	$39,849 39		$47,784 00	
60 00 AMAZON	$15,463 95		$23,927.40	
6,450 00 Amber ADR	$51,181 63		$47,407 50	
650 00 AMDOCS	$19,127 02		$26,806 00	
550 00 Apache	$48,199 39		$47,267 00	
480 00 ANHEUSER-BUSCH	$31,805 92		$51,100 97	
70 00 Apple	$29,245 54		$39,271 40	
850 00 BAKER HUGIES	$37,484 58		$46,971 00	
310 00 BECTON DICKINSON	$23,764 13		$34,251 90	
470 00 BJ Restaurante	$15,033 89		$14,598 20	
1,110 00 Cameron	$57,760 85		$66,078 30	
340 00 Caterpilar	$29,441 45		$30,875 40	
960 00 CERNER CO	$28,801 42		$53,510 40	
580 00 CH Robinson	$35,371 18		$33,843 00	
1,250 00 COCA COLA	$46,332.28		$51,637 50	
660 00 DR Horton	$14,202 67		$14,731 20	
280 00 DANONE	$17,456.00		$20,384 00	
560 00 Davita	$33,428 47		$35,487 20	
400 00 Dicks	$6,525 54		$23,240 00	
110 00 Digital Realty	$7,485 68		$5,403 00	
1,120 00 Directtv	$51,583 66		$77,347 20	
320 00 Dupoint Fabros	$7,383.37		$7,907 20	
1,050 00 Ebay	$55,626 62		$57,608 25	
1,750 00 ELECTRONIC ARTS	$27,456 14		$40,145 00	
3,480 00 EMC Co	$67,568 61		$87,522 00	
620 00 Encana	$13,014 85		$11,191 00	
150 00 Eog	$16,489 35		$25,176 00	
370 00 F5 Network	$30,674 63		$33,618 20	
510 00 Facebook	$11,908 35		$27,870 99	
690 00 Fastenal	$29,488 28		$32,781 90	
1,780 00 Fortinet	$37,165 03		$34,051 40	
250 00 Fresenus Medical	$16,244 13		$17,825 49	
1,490 00 General Electnc	$33,582 39		$41,794 70	
50 00 GOOGLE	$30,801 59		$56,035 50	
220 00 HCA Holdings	$10,308 85		$10,496 20	

1,090 00	HESS CO	$55,332 56		$90,470 00	
330 00	Homeway	$10,058 80		$13,490 00	
840 00	Impenal Tabaco	$29,311 97		$32,527 39	
460 00	Ingredion	$30,224 19		$31,491 60	
610 00	Johnson&Johnson	$36,660 90		$46,710 90	
540 00	Joy	$30,535 61		$31,584 60	
3,260 00	Juniper	$63,600 81		$73,578 20	
450 00	KRAFT FOODS	$21,148 83		$24,259 50	
350 000	LIN Media	$8,733 45		$10,048 50	
60 00	Linkedin	$6,522 68		$13,009 80	
470 00	Lululemon	$32,070 96		$27,744 10	
350 00	Mc Graw	$16,650 03		$27,370 00	
430 00	MONSANTO CO	$24,158 27		$50,116 50	
670 00	MSCI Inc	$23,842 22		$29,292 40	
740 00	NESTLE SA	$43,820 94		$54,334 06	
160 00	Nextar	$6,776 58		$8,916 80	
250 00	Palo Alto	$10,774 48		$14,367 50	
1,820 00	Peabodey	$33,739 18		$35,544 60	
620 00	PETROLEO SA ADR	$11,760 84		$9,107 80	
1,390 00	QIAGEN NV	$23,120 42		$33,095 90	
830 00	QUALCOMM INC	$53,295 69		$61,627 50	
220 00	Range	$14,468 78		$18,548 20	
550 00	Realogy Holdings	$23,896 84		$27,208.50	
470 00	SCHLUMBERGER	$31,931 48		$42,351.70	
400 00	Shutterfly	$20,642 32		$20,372 00	
430 00	Sinclair	$14,552 02		$15,363 90	
1,000 00	Skyworks	$21,924 10		$28,560 00	
290 00	Spirit Airlines	$5,189 09		$13,168 90	
800 00	Straz Senes	$18,745 68		$23,392.00	
50 00	SYNGENTA	$15,450 00		$19,969 64	
150 00	Telefex	$11,851 31		$14,079 00	
730 00	TIMEWARNER	$23,193 90		$50,895 60	
210 00	Tribune Co	$13,062 00		$16,254 00	
1,560 00	Twenty-First	$36,164 42		$54,865 20	
830 00	UNILEVER	$24,920 01		$34,196 00	
730 00	Verifone	$18,929 01		$19,578 60	
390 00	Viacome	$22,790.96		$34,062 60	
1,070 00	VOLCANO	$29,847 68		$23,379 50	
360 00	WALT DISNEY	$11,603 63		$27,504 00	
1,860 00	WEATERFORD INTL	$30,152 59		$28,811 40	
360 00	Westport Innovations	$10,916 78		$7,030 20	
480 00	Xylem	$13,698 82		$16,608 00	
630 00	Yum Brand	$42,666 17		$47,634 30	
			$2,121,292 57		$2,662,120 88
FIDELITY					
9,887 48	Fidelity Diversified Intl	$405,515 90		$ 364,947 00	
5,053 26	Spartan 500 Index	$237,467 18		$ 330,938 00	
4,309 62	Spartan Extended	$184,599 82		$ 230,219 79	
3,412 06	Fidelity Capital Appreciation	$128,212 11		$ 123,448 48	
2,943 13	Fidelity Disciplined Equity	$70,308 41		$ 95,121 90	
1,929 47	Fidelity Growth Company	$125,662 04		$ 231,305 34	
1,055 90	Disney Walt	$39,484 83		$ 80,670 83	
11,223 93	Pimco	$96,208 91		$ 107,300 78	
254 50	ILLINOY TOOL	$12,052 39		$ 21,397 93	
471 83	INTL PAPER	$14,242 07		$ 23,133 67	
1,500 00	PETROLEUM	$16,450 50		$ 17,665 50	
157 23	TUPPERWARE	$8,901 64		$ 14,882 95	
			$1,339,105 80		$1,641,012 17
TOTAL		$ 3,929,320.22		$ 4,900,495.53	

SCHEDULE FOR PART IV 1B

LINE 10b CORPORATE STOCKS

		DATE OF SALE	Sold Proceeds	Cost	New Purchasing	Contribution	Capital Gain/Loss
	Fidelity #X70-204498						
5697.4	Fidelity Mid Cap Stock	2/4/2013	$ 177,815 85	$ 138,267.73			$ 39,548.12
899 699	Fideltiy Dividend Growth	2/4/2013	$ 28,232.55	$ 25,144 46			$ 3,088.09
4,392.44	Fidelity Small Cap	2/4/2013	$ 83,456 30	$ 77,890.01			$ 5,566.29
							$ -
200000	Apple	3/12/2013	$ 200,000 00	$ 200,000.00			$ -
							$ -
							$ -
	MANNING & NAPIER						$ -
5,460.00	Financial Services	4/23/2013	$ 34,838 23	$ 42,449.50			$ (7,611 27)
							$ -
							$ -
	Morgan stanley #168						
50	AMPHELON CORP	1/1/2013	3,384 44	$ 2,145.38			$ 1,239 06
1060	MONSANTO	1/1/2013	$ 21,051.94	$ 15,902.36			$ 5,149.58
120	NORFOLK	1/1/2013	$ 8,151.08	$ 6,471.76			$ 1,679.32
700	SOUSEWEST AIRLINES	1/1/2013	$ 7,956.02	$ 4,133.94			$ 3,822 08
30	TOYOTA	1/1/2013	$ 2,868 03	$ 2,380 04			$ 487.99
220	MYRIAD INC	1/1/2013	$ 5,832 08	$ 5,847 97			$ (15.89)
150	NORFOLK	1/1/2013	$ 10,188 84	$ 10,278.47			$ (89.63)
1040	US AIRWAYS	1/1/2013	$ 14,357 49	$ 10,937 37			$ 3,420 12
							$ -
40	AMAZON	2/1/2013	$ 10,604.44	$ 7,406 61			$ 3,197 83
1220	VIRGIN MEDIA	2/1/2013	$ 56,004.67	$ 29,122 05			$ 26,882 62
270	MOMPOWERGROURP	2/1/2013	$ 14,117 90	$ 9,811 02			$ 4,306 88
620	MOODIS CORP	2/1/2013	$ 28,894.33	$ 22,809 50			$ 6,084.83
							$ -
170	AMPHELON CORP	3/1/2013	$ 12,371.04	$ 7,294.29			$ 5,076 75
240	ANHEUSER-BUSCH	3/1/2013	$ 22,647 88	$ 13,137 60			$ 9,510 28
260	AUTODECK	3/1/2013	$ 10,355 95	$ 6,878.01			$ 3,477.94
590	SOUSEWEST AIRLINES	3/1/2013	$ 7,319.72	$ 3,209 25			$ 4,110.47
230	AMPHELON CORP	3/1/2013	$ 16,737.30	$ 12,123 81			$ 4,613.49
80	LINKEDIN	3/1/2013	$ 14,178 01	$ 7,827.82			$ 6,350.19
1220	TYSON FOODS	3/1/2013	$ 28,282.25	$ 19,452 53			$ 8,829 72
1610	WESTERN UNION	3/1/2013	$ 22,718 36	$ 28,315 55			$ (5,597.19)
							$ -
730	AMC NETWORK	4/1/2013	$ 45,143.28	$ 28,722 60			$ 16,420.68
740	CARNIVAL	4/1/2013	$ 25,760 97	$ 22,231.68			$ 3,529.29
420	COCACOLA	4/1/2013	$ 17,726.83	$ 10,878.00			$ 6,848.83
880	DISCOVER	4/1/2013	$ 37,611 58	$ 22,663.34			$ 14,948.24
590	SOUSEWEST AIRLINES	4/1/2013	$ 7,978.45	$ 3,418 40			$ 4,560.05
60	UNIVERSAL SERV	4/1/2013	$ 3,682 95	$ 3,663 00			$ 19.95

					$	-
330 AMEX	5/1/2013	$	23,170.96	$ 14,625.75	$	8,545 21
190 DANNON	5/1/2013	$	14,677.17	$ 11,780 00	$	2,897 17
30 GOOGLE	5/1/2013	$	27,191.90	$ 16,011.66	$	11,180.24
400 RIVERBED	5/1/2013	$	6,434.05	$ 10,634.44	$	(4,200.39)
380 RYANAIR	5/1/2013	$	18,315 68	$ 10,130.61	$	8,185 07
1840 SOUSEWEST AIRLINES	5/1/2013	$	26,306 76	$ 18,612.07	$	7,694 69
100 TIFFANY	5/1/2013	$	7,887.41	$ 5,699 43	$	2,187 98
160 WATTERS CORP	5/1/2013	$	15,669.32	$ 12,934 45	$	2,734.87
60 JOHNSON&JOHNSON	5/1/2013	$	5,085.68	$ 4,175.68	$	910 00
70 TIFFANY	5/1/2013	$	5,521.19	$ 3,732 44	$	1,788.75
790 US AIRWAYS	5/1/2013	$	13,708 09	$ 8,308.19	$	5,399.90
					$	-
180 AIRPRODUCT	6/1/2013	$	17,416.99	$ 14,315.60	$	3,101.39
140 MONSANTO	6/1/2013	$	13,865.41	$ 8,774.63	$	5,090 78
560 TELENOR	6/1/2013	$	10,950.77	$ 8,730.40	$	2,220 37
170 TOYTA	6/1/2013	$	20,595.36	$ 13,234 96	$	7,360.40
80 BIOGEN INC	6/1/2013	$	16,826 43	$ 16,533 77	$	292.66
250 NOVO	6/1/2013	$	40,859 56	$ 39,490 42	$	1,369 14
					$	-
570 CHESAPEKE ENERGY	7/12/13	$	12,156 57	$ 9,914.98	$	2,241 59
480 KONINKIJKE	7/12/13	$	7,500 20	$ 6,576 00	$	924 20
95 NEWS CORP	7/12/13	$	1,455 62	$ 701 00	$	754 62
110 NEWS CORP	7/12/13	$	1,685 45	$ 971.33	$	714.12
150 PALL CO	7/12/13	$	10,381.93	$ 7,590 00	$	2,791.93
10 PALL CO	7/12/13	$	692.00	$ 573.00	$	119 00
190 SIEMENS	7/12/13	$	20,686.25	$ 15,546 50	$	5,139.75
220 ADECO	7/12/13	$	12,798.56	$ 10,020.25	$	2,778.31
40 ADECO	7/12/13	$	2,327 01	$ 2,050.67	$	276 34
80 JOHNSON & JOHNSON	7/12/13	$	7,254 66	$ 5,567 58	$	1,687 08
50 SIEMENS	7/12/13	$	5,443.75	$ 5,217 50	$	226.25
520 SPIRIT AIRLINES	7/12/13	$	16,816.03	$ 9,304.57	$	7,511.46
180 UNIVERSAL HEALTH	7/12/13	$	11,860.22	$ 10,989 00	$	871.22
					$	-
80 AUTODESK	8/8/13	$	2,852.98	$ 2,156.01	$	696.97
470 AUTODESK	8/8/13	$	16,761.27	$ 14,956.76	$	1,804.51
24 OSRAM LIGHT	8/8/13	$	969.50	$ -	$	969.50
					$	-
860 ELECTRONIKS ART	9/26/13	$	23,027.38	$ 15,358.57	$	7,668.81
160 PALL CO	9/26/13	$	11,873 15	$ 9,175.38	$	2,697.77
50 QUALCOMM	9/26/13	$	3,472.04	$ 1,766.82	$	1,705 22
190 QUALCOMM	9/26/13	$	13,193 77	$ 6,320 45	$	6,873 32
140 QUALCOMM	9/26/13	$	9,721 73	$ 8,672.26	$	1,049 47
360 TELENOR	9/26/13	$	8,233 05	$ 5,612.40	$	2,620 65
240 WALT DISNEY	9/26/13	$	15,650.89	$ 7,735.75	$	7,915.14
70 CATERPILLAR	9/26/13	$	5,881 90	$ 6,061.48	$	(179.58)
420 FACEBOOK	9/26/13	$	20,606.31	$ 9,806 87	$	10,799.44
170 PALL CO	9/26/13	$	12,615 23	$ 11,422 33	$	1,192 90
290 VERIFONE	9/26/13	$	6,676.23	$ 9,167.28	$	(2,491.05)
140 VIACOM	9/26/13	$	11,457.74	$ 7,611.05	$	3,846 69

200 VIACOM	9/26/13	$ 16,711.30	$ 10,872.92	$ 5,838.38
				$ -
40 AMAZON	10/8/13	$ 13,397 87	$ 7,406.61	$ 5,991.26
20 AMAZON	10/8/13	$ 6,698.94	$ 3,727 60	$ 2,971.34
170 AMDOCS	10/8/13	$ 6,287.31	$ 4,708.97	$ 1,578.34
120 CERNER	10/8/13	$ 7,026.00	$ 2,924 57	$ 4,101 43
20 GOOGLE	10/8/13	$ 20,294 24	$ 9,413.35	$ 10,880 89
590 MYRIAD	10/8/13	$ 14,295.27	$ 15,683.20	$ (1,387.93)
150 MYRIAD	10/8/13	$ 3,634 39	$ 4,022 84	$ (388 45)
400 RIVERBED TECH	10/8/13	$ 5,809.94	$ 10,634.44	$ (4,824 50)
70 RIVERBED TECH	10/8/13	$ 1,016 74	$ 1,889.99	$ (873 25)
30 HESS CO	10/8/13	$ 2,397 38	$ 1,604.22	$ 793 16
60 HESS CO	10/8/13	$ 4,794 77	$ 3,129.32	$ 1,665.45
200 HESS CO	10/8/13	$ 15,982.56	$ 11,157.56	$ 4,825.00
130 HESS CO	10/8/13	$ 10,388.66	$ 6,944.42	$ 3,444.24
120 JOY GLOBAL	10/8/13	$ 6,144.15	$ 6,738 22	$ (594 07)
320 MCGRAW HILL	10/8/13	$ 22,369 02	$ 17,837 72	$ 4,531.30
150 MYRIAD	10/8/13	$ 3,634 39	$ 4,170 87	$ (536 48)
				$ -
40 RIVERBAD	11/8/13	$ 700.88	$ 1,080 00	$ (379.12)
890 RIVERBAD	11/8/13	$ 15,594 49	$ 18,098 77	$ (2,504.28)
450 RIVERBAD	11/8/13	$ 7,884 85	$ 7,277 94	$ 606.91
1010 RIVERBAD	11/8/13	$ 17,697 11	$ 16,099 50	$ 1,597 61
370 SPIRIT	11/8/13	$ 16,858.27	$ 6,620 56	$ 10,237.71
280 XYLEM	11/8/13	$ 9,322.49	$ 7,990.98	$ 1,331.51
				$ -
310 TELENOR	12/19/13	$ 7,223 87	$ 4,832.90	$ 2,390.97
520 TELENOR	12/19/13	$ 12,117 45	$ 8,502 00	$ 3,615.45
40 APPLE	12/19/13	$ 21,826 84	$ 16,711 73	$ 5,115 11
490 MICROS	12/19/13	$ 26,252 27	$ 21,225 13	$ 5,027.14
180 PALO ALTO	12/19/13	$ 9,364 24	$ 8,176 61	$ 1,187.63
				$ -
				$ -
		$ 1,844,528.60	$ 1,458,867 28	$ 385,661 32

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Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEE	$ 7,404	$	$	$
TOTAL	$ 7,404	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE OF OHIO	$ 225	$	$	$
FEDERAL TAX				
TOTAL	$ 225	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MANNING & NAPIES	$ 482,887	$ 468,922	COST	$ 597,362
FIDELITY	1,354,908	1,339,106	COST	1,641,012
MORGAN STANLEY #168	1,762,058	2,121,293	COST	2,662,121
TOTAL	$ 3,599,853	$ 3,929,321		$ 4,900,495

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name Address	Address Relationship	Status	Purpose	Amount
AIDS SERVICES AUSTIN TX 73301	PO BOX 4874			
ALBANY PARK THEATRE PROJECT CHICAGO IL 60625	170 NOARTH DEARBORN			5,000
ARC - BERGEN COUNTY HACKENSACK NJ 07601	223 MOORE STREET			1,000

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
ARC - NATIONAL SILVER SPRINGS MD 20910	1010 WAYNE AVE			5,000
ARC-GREATER CLEVELAND CLEVELAND OH 44115	CLEVELAND			5,000
ARC - OHIO COLUMBUS OH 43210	1335 DUBLIN ROAD			5,000
BAROQUE BAND CHICAGO IL 60603	30 EAST STREET T #1204			2,000
BECK CENTER, THE LAKEWOOD OH 44107	17801 DETROIT AVE			3,000
CHAGRIN FALLS COMMUNITY C CHAGRIN FALLS OH 44023	7060 WOODLAND AVE			10,000
CLEVELAND CITY CLUB CLEVELAND OH 44114	850 EUCLID AVR			15,000
CLEVELAND CLINIC FOUNDATI CLEVELAND OH 44115	18901 LAKE SHORE DRIVE			
CLEVELAND MUSIC SCHOOL SE CLEVELAND OH 44115	11125 MAGNOLIA DR			10,000
CLEVELAND FOODBANK CLEVELAND OH 44122	11125 MAGNOLIA DR			5,000
COLLEGE NOW GRATER CLEVELAND CLEVELAND OH 44113	50PUBLIC SQUARE			5,000
CLEVELAND SCHOLARSHIP PRO CLEVELAND OH 44115	200 PUBLIC SQ			
CYSTIC FIBROSIS FOUNDATIO BETHESDA MD 20910	6931 ARLINGTON RD			6,000
DOBAMA THEATRE CLEVELAND OH 44115	2490 LEE BLVD			3,000
EVANS SCHOLARS FOUNDATION GOLF IL 60625	1 BRIAR RD			
FAIRMOUNT CENTER FOR THE CLEVELAND OH 44115	8400 FAIRMOUNT RD			3,000
FAIRMOUNT TEMPLE CLEVELAND OH 44115	23737 FAIRMOUNT BLVD			5,000
FIELDSTONE FARM THERAPEUT CHAGRIN FALLS OH 44023	PO BOX 23129			2,000

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FINE ARTS ASSOCIATION WILLOUGHBY OH 44094	38660 MENTOR AVE			2,000
FIRST UNITARIAN CHURCH (O SHAKER HEIGHTS OH 44118	2125 CHESTNUT STREET			5,000
FREE MEDICAL CLINIC, THE CLEVELAND OH 44115	12201 EUCLID AVE			
GATHERING PLACE BEACHWOOD OH 44122	23300 COMMERCE PARK			15,000
GEAUGA COUNTY COUNTY BOAR CHESTERLAND OH 44026	8200 CEDAR RD			
GOODMAN THEATER CHICAGO IL 60625	170 NORTH DEARBORN			10,000
HABITAT FOR HUMANITY CLEVELAND OH 44115	2110 WEST 110TH STREET			6,250
HANDS ON PORTLAND PORTLAND OR 97209	1621 NORTH WEST 21ST AVE			
HARVEST FOR HUNGER CLEVELAND OH 44115	15500 S WATERLOO RD			
HATTIE LARLHAM MANTUA OH 44255	9771 DIAGONAL RD			
HEIGHTS PARENT CENTER CLEVELAND HTS OH 44118	14780 SUPERIOR RD			
HELP FOUNDATION CLEVELAND OH 44115	3622 PROSPECT AVE			
HOSPICE OF THE WESTERN R CLEVELAND OH 44115	300 EAST 185TH ST			5,000
IDEASTREAM (WVIZ/WCPN) BEACHWOOD OH 44122	1375 EUCLID AVE			5,000
INGENUITY FESTIVAL BEACHWOOD OH 44122	2429 SUPERIOR AVE			5,000
JEWISH FAMILY SERVICES BEACHWOOD OH 44122	3659 S GREEN RD			
LOOKINGGLASS THEATRE COMP CHICAGO IL 60625	875 NORTH MICHIGAN AVE			5,000
MONTEFIORE FOUNDATION BEACHWOOD OH 44122	875 NORTH MICHIGAN AVE			25,000

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
NEW AVENUES TO INDEPENDEN CLEVELAND OH 44115	17608 EUCLID AVE			10,000
NAMI GREATER CLEVELAND CLEVELAND OH 44115	CLEVELAND			2,000
NORTHWESTERN UNIVERSITY EVANSTON IL 60007	EVANSTON			
NORTH COAST COMMUNITY HOM CLEVELAND OH 44115	14221 BROADWAY AVE			
OHIO SPECIAL OLYMPICS COLUMBUS OH 43210	3303 WINCHESTERN PIKE			2,000
PBS 45-49 PRODUCERS KENT OH 44242	1750 CAMPUS CENTER DR			
PLAYHOUSE SQUARE FOUNDATI CLEVELAND OH 44115	1501 EUCLID AVE			5,000
POLICE ATHLETIC LEAGUE CLEVELAND OH 44115	2100 PAYNE AVE			2,000
PROJECT LOVE BEACHWOOD OH 44122	23511 CHAGREEN BLVD			2,000
ELEANOR RAINEY INSTITUTE CLEVELAND OH 44105	1705 E 55 STREET			5,000
SHAW FESTIVAL FOUNDATION LEWISTON NY 14092	800 FLEET BANK BUILDING			
STEPPENWOLF THEATRE LEWISTON NY 14092	1650 NORTH HALSTED STREET			
TIMELINE THEATRE COMPANY CHICAGO IL 60625	170 NORTH DEARBORN			2,000
VOICES FOR CHILDREN CLEVELAND HTS OH 44118	3634 EUCLID AVE			
VICTORY GARDEN THEATER CHICAGO IL 60007	CHICAGO			3,000
WELCOME HOUSE CLEVELAND OH 44115	20575 CENTER RIDGE RD			5,000
WKHR CHAGRIN FALLS OH 44023	17425 SNYDER ROAD			
WKSU KENT OH 44242	1613 E SUMMIT ST			3,000

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Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WOODBRIDGE DEVELOPMENTAL WOODBRIDGE OH 44242	PO BOX 59			
WRITERS THEATRE GLENCOE IL 60625	376 PARK AVE			
TOTAL				214,250