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

▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

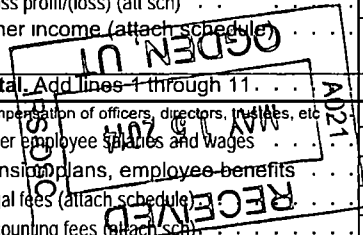
**2013**

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

Name of foundation <b>THADDEUS GARRETT, JR. FOUNDATION</b>		<b>A</b> Employer identification number 34-1898440
Number and street (or P O box number if mail is not delivered to street address): <b>c/o NICHOLAS T. GEORGE, 3800 EMBASSY PARKWAY</b>	Room/suite 300	<b>B</b> Telephone number (see the instructions) (330) 258-6498
City or town, state or province, country, and ZIP or foreign postal code <b>AKRON OH 44333</b>		<b>C</b> If exemption application is pending, check here. ▶ <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . ▶ <input type="checkbox"/>
<b>H</b> Check type of organization		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		
<input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 586,589.	<b>J</b> Accounting method	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual
	<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc, received (att sch) . . . . .	0.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments . . . . .	0.			
4 Dividends and interest from securities . . . . .	13,923.	13,923.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain/(loss) from sale of assets not on line 10	25,218.	L-6a Stmt		
b Gross sales price for all assets on line 6a . . . . .	215,372.			
7 Capital gain net income (from Part IV, line 2) . . . . .		24,854.		
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/(loss) (att sch) . . . . .				
11 Other income (attach schedule) . . . . .				
12 <b>Total.</b> Add lines 1 through 11. . . . .	39,141.	38,777.		
<b>ADMINISTRATIVE AND EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . .	3,033.			
b Accounting fees (attach sch) . . . . .				
c Other prof fees (attach sch) . . . . .	5,675.	5,675.		
17 Interest . . . . .				
18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	762.			
19 Depreciation (attach sch) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) 2012 OH CHARITABLE LAW FILING FEE	200.			
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	9,670.	5,675.		
25 Contributions, gifts, grants paid . . . . .	28,000.			28,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	37,670.	5,675.		28,000.
27 Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b> . . . . .	1,471.			
<b>b Net investment income</b> (if negative, enter -0-) . . . . .		33,102.		
<b>c Adjusted net income</b> (if negative, enter -0-) . . . . .				

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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	
<b>A S S E T S</b>	1	Cash — non-interest-bearing . . . . .	16,889.	10,962.	10,962.
	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 sch) . ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	74.		
	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) . . . . .	481,715.	489,372.	575,627.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) . . . . . ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I). . . . .	498,678.	500,334.	586,589.	
<b>L I A B I L I T I E S</b>	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, & other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ <u>Balance 2013 net invest tax</u> )		188.	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		188.	
<b>N E U T R A L A S S E T S</b>	<b>Foundations that follow SFAS 117, check here . . . . . ▶</b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here . . . . . ▶</b> <b>and complete lines 27 through 31.</b>		X		
	27	Capital stock, trust principal, or current funds . . . . .	498,678.	500,146.	
	28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	498,678.	500,146.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	498,678.	500,334.		

**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	498,678.
2	Enter amount from Part I, line 27a . . . . .	2	1,471.
3	Other increases not included in line 2 (itemize) . . . . . ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	500,149.
5	Decreases not included in line 2 (itemize) . . . . . ▶ <u>Rounding</u>	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	500,146.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Attached		Various	Various
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 215,372.		190,518.	24,854.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			24,854.
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	24,854.
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 (column (b) divided by column (c))
2012	28,000.	546,200.	0.051263
2011	26,300.	563,411.	0.046680
2010	23,688.	538,030.	0.044027
2009	27,757.	475,626.	0.058359
2008	33,504.	575,944.	0.058172
2 Total of line 1, column (d)			2 0.258501
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 0.051700
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 564,643.
5 Multiply line 4 by line 3			5 29,192.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 301.
7 Add lines 5 and 6			7 29,493.
8 Enter qualifying distributions from Part XII, line 4			8 28,000.

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	662.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	662.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	662.
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax pmts and 2012 overpayment credited to 2013	<b>6 a</b>	474.
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	474.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	188.
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0.
<b>11</b> Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation . . . ▶ \$ 0. (2) On foundation managers . . . ▶ \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) OH - Ohio		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>		X
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address . . . . . ▶ N/A				
14	The books are in care of ▶ NICHOLAS T. GEORGE Telephone no ▶ (330) 258-6498			
Located at ▶ 3800 EMBASSY PARKWAY, SUITE 300 AKRON OH ZIP + 4 ▶ 44333-8398				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/>	1 b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1 c	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . .	2 b	
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 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	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? . . . . .	4 b	X

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

5 a 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


5 b


6 b

		X
--	--	---

7 b

--	--	--

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .  Yes  No

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)

6 a 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? . . . . .  Yes  No  
If 'Yes' to 6b, file Form 8870

7 a 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? . . . . .  Yes  No

**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
NICHOLAS T. GEORGE 3800 EMBASSY PKWY, SUITE 300 AKRON OH 44333	TRUSTEE 0.50	0.	0.	0.
THOMAS A. HAUGHT 121 S. MAIN ST., SUITE 300 AKRON OH 44308	TRUSTEE 0.00	0.	0.	0.
CONSTANCE E. LYKES 200 SORRENTO RD KISSIMEE FL 34759	TRUSTEE 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 . . . . .  None



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
<b>a</b> Average monthly fair market value of securities . . . . .	<b>1 a</b>	563,636.
<b>b</b> Average of monthly cash balances . . . . .	<b>1 b</b>	9,606.
<b>c</b> Fair market value of all other assets (see instructions) . . . . .	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c) . . . . .	<b>1 d</b>	573,242.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d . . . . .	<b>3</b>	573,242.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	8,599.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 . . . . .	<b>5</b>	564,643.
<b>6 Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	28,232.

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

<b>1</b> Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	28,232.
<b>2 a</b> Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2 a</b>	662.
<b>b</b> Income tax for 2013 (This does not include the tax from Part VI) . . . . .	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b . . . . .	<b>2 c</b>	662.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	<b>3</b>	27,570.
<b>4</b> Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b> Add lines 3 and 4 . . . . .	<b>5</b>	27,570.
<b>6</b> Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	27,570.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 . . . . .	<b>1 a</b>	28,000.
<b>b</b> Program-related investments — total from Part IX-B. . . . .	<b>1 b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes . . . . .	<b>2</b>	0.
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required) . . . . .	<b>3 a</b>	0.
<b>b</b> Cash distribution test (attach the required schedule) . . . . .	<b>3 b</b>	0.
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	28,000.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	0.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	28,000.

**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 . . . . .				27,631.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			26,483.	
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: ▶ \$ <u>28,000.</u>				
a Applied to 2012, but not more than line 2a . . . . .			26,483.	
b Applied to undistributed income of prior years (Election required — see instructions) . . . . .		0.		
c Treated as distributions out of corpus (Election required — see instructions) . . . . .	0.			
d Applied to 2013 distributable amount . . . . .				1,517.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	0.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions . . . . .		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions . . . . .			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				26,114.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	0.			
b Excess from 2010 . . . . .	0.			
c Excess from 2011 . . . . .	0.			
d Excess from 2012 . . . . .	0.			
e Excess from 2013 . . . . .	0.			

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

N/A

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines

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

**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
<i>a Paid during the year</i>				
Wesley Temple AME Zion Church 104 N. Prospect St. Akron OH 44304	N/A	PC	\$1,250 for feeding ministry; \$2,250 for women's shelter	3,500.
Akron Comm. Service Center & Urban League 440 Vernon Odom Blvd Akron OH 44307	N/A	PC	\$3,000 AUL Scholar- ship Fund; \$1,500 Summer Enrichment Camp	4,500.
Howard University 2225 Georgia Ave, NW, Ste 626 Washington DC 20059	N/A	Pc	Addition to Thaddeus A. Garrett, Jr. Scholarship Fund	20,000.
<b>Total . . . . .</b>				<b>▶ 3 a 28,000.</b>
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>				<b>▶ 3 b</b>





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**Page 1:**

Part I, Line 16(a): LEGAL FEES

Maintaining the Foundation's books and records for 2013; preparing the Foundation's 2012 Form 990-PF; calculating the Foundation's investment income tax estimate payment needs; tracking the Foundation's charitable distributions	3,033
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Part I, Line 16(c): OTHER PROFESSIONAL FEES

Investment management fees	5,675
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Part I, Line 18: TAXES

IRC Section 4940(a) tax on 2013 net investment income	662
Erroneous interest and penalty on 2012 net investment income tax	<u>100</u>
	762

**Page 4:**

Part VII-A, Question 8b Explanation

The State of Ohio now requires foundations that must file with its Charitable Law Section to file with the Charitable Law Section annually online on a form on its website rather than by filing the 990-PF with the state.

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PAGE 1, PART I, LINE 6a. COLUMN (a) NET GAIN OR (LOSS) FROM SALES--BOOK BASIS

SECURITY	ACQ DATE	SALE DATE	PROCEEDS	BOOK BASIS	GAIN/ (LOSS)
13 761 shs Cambiar Opportunity Fd	12/28/2012	2/28/2013	267	242	25
91 shs iShares Barclays 10-20 yr	12/23/2012	2/27/2013	12,116	11,945	171
1,245 846 shs Cambiar Opport Fd	Various	2/28/2013	24,132	22,804	1,328
134 98 shs Cullen High Div Eqy	12/15/2011	2/28/2013	1,947	1,697	250
171.488 shs Edgewood Growth Instl	10/19/2009	2/28/2013	2,486	1,735	751
696 609 shs Metropolitan West Total	5/25/2010	2/28/2013	7,575	7,180	395
119 415 shs Pimco Emrg Mkts Bd	2/26/2010	2/28/2013	1,447	1,245	202
25 shs SPDR Gold Trust	5/19/2009	2/28/2013	3,795	2,278	1,517
60.105 shs Stratton Small Cap	Various	2/28/2013	3,595	2,294	1,301
171 97 shs Touchstone Sands Cap	9/2/2011	2/28/2013	2,271	1,730	541
15.136 shs Virtus Emrg Mkts Opp	2/23/2012	2/28/2013	151	141	10
49.953 shs Wasatch Small Cap Gro	9/2/2011	2/28/2013	2,167	1,832	335
100 072 shs Pimco Real Return Fd	Various	6/3/2013	1,177	1,241	(64)
463 134 shs Metropolitan West Total	5/25/2010	6/3/2013	5,000	4,774	226
2,245 755 shs Pimco Real Return Fd	Various	6/3/2013	26,409	24,648	1,761
168 936 shs Cullen High Div Eqy	12/15/2011	6/12/2013	2,580	2,124	456
164.839 shs Edgewood Growth Instl	10/19/2009	6/12/2013	2,530	1,668	862
88 517 shs First Eagle Overseas	11/2/2009	6/12/2013	2,010	1,751	259
40 096 shs Harbor Intl	5/21/2004	6/12/2013	2,570	1,447	1,123
35 shs JPMorgan Exch Traded	9/2/2011	6/12/2013	1,598	1,227	371
150 492 shs Loomis Sayles Bond Fd	11/2/2009	6/12/2013	2,270	1,961	309
205 307 shs Metropolitan West	5/25/2010	6/12/2013	2,180	2,117	63
141 354 shs Pimco Total Return Fund	2/7/2006	6/12/2013	1,520	1,408	112
49.633 shs Stratton Small Cap	11/14/2008	6/12/2013	3,150	1,878	1,272
149 819 shs Touchstone Sands Cap	9/2/2011	6/12/2013	2,050	1,507	543
67 6 shs Wasatch Small Cap	9/2/2011	6/12/2013	3,140	2,480	660
67.393 shs Ell Global Prop Inst	12/15/2011	8/26/2013	11,070	9,072	1,998
172 shs iShares Tr Bond 10-20 yr	2/23/2012	8/26/2013	21,120	22,578	(1,458)

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PAGE 1, PART I, LINE 6a, COLUMN (a) NET GAIN OR (LOSS) FROM SALES--BOOK BASIS

SECURITY	ACQ DATE	SALE DATE	PROCEEDS	BOOK BASIS	GAIN/ (LOSS)
160 shs Sector Spdr Util Select	9/2/2011	8/26/2013	5,969	5,336	633
1,219 569 shs Metropolitan West Total	5/25/2010	11/27/2013	13,000	12,570	430
1,458 678 shs Pimco Total Return	Various	11/27/2013	15,860	14,528	1,332
220 shs Sector SPDR Util Select	9/2/2011	11/27/2013	8,345	7,337	1,008
42 shs SPDR Gold Trust	5/19/2009	11/27/2013	5,010	3,828	1,182
60 shs SPDR Gold Trust	11/15/2010	11/27/2013	7,158	8,010	(852)
10 shs SPDR Gold Trust	12/15/2001	11/27/2013	<u>1,193</u>	<u>542</u>	<u>651</u>
			208,858	189,154	19,704
Long-term Capital Gain Distributions			<u>6,514</u>		<u>6,514</u>
			<u>215,372</u>	<u>189,154</u>	<u>26,218</u>

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PAGE 2, PART II, LINE 13, COLUMNS (b) AND (c): INVESTMENTS--OTHER:

MUTUAL FUNDS AND EXCHANGE TRADED FUNDS

<u>SECURITY</u>	<u>SHARES OWNED 12/31/2013</u>	<u>BOOK VALUE 12/31/2013</u>	<u>FAIR MARKET VALUE 12/31/2013</u>
Pimco Total Return Fund	2,405.716	25,684	25,717
Pimco Emerging Markets	2,031.550	21,729	21,738
Pimco Foreign Bond Fund	2,191.053	23,535	23,050
Loomis Sayles Bond Fd Instl Cl	1,914.522	56,071	58,152
Harbor International Fund	1,001.641	54,937	71,127
Stratton Small Cap Value Fd	407.286	18,744	29,858
Virtus Emerging Markets Fund	2,049.518	19,034	18,979
First Eagle Overseas Fund	198.549	39,989	45,321
Edgewood Growth Fund	1,689.051	18,708	31,653
Metropolitan West Total	2,997.899	32,509	31,628
Oppenheimer Developing Markets	676.275	19,221	25,401
Touchstone Sands Capital Select	1,604.577	16,228	28,674
Wasatch Small Cap Growth Fd	553.760	21,843	29,056
JP Morgan Exchange Traded NT	415.000	15,346	19,235
Cullen High Dividend Equity Fund	1,455.149	18,463	24,345
EII Global Property Fund	854.250	14,262	14,283
Vanguard Equity Income	685.145	38,447	42,739
Eaton Vance Floating Rate	3,772.659	34,620	34,671
		<u>489,372</u>	<u>575,627</u>

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PAGE 3. PART IV. GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY	P - Purchased		ACQ DATE	SALE DATE	PROCEEDS	BASIS	GAIN/ (LOSS)
	D - Donated						
13.761 shs Cambiar Opportunity Fd	P		12/28/2012	2/28/2013	267	242	25
91 shs iShares Barclays 10-20 yr	P		12/23/2012	2/27/2013	12,116	11,945	171
1,245.846 shs Cambiar Opport Fd	P		Various	2/28/2013	24,132	22,804	1,328
134.98 shs Cullen High Div Eqty	P		12/15/2011	2/28/2013	1,947	1,697	250
171.488 shs Edgewood Growth Instl	P		10/19/2009	2/28/2013	2,486	1,735	751
696.609 shs Metropolitan West Total	P		5/25/2010	2/28/2013	7,575	7,180	395
119.415 shs Pimco Emrg Mkts Bd	P		2/26/2010	2/28/2013	1,447	1,245	202
25 shs SPDR Gold Trust	P		5/19/2009	2/28/2013	3,795	2,278	1,517
60.105 shs Stratton Small Cap	P		Various	2/28/2013	3,595	2,294	1,301
171.97 shs Touchstone Sands Cap	P		9/2/2011	2/28/2013	2,271	1,730	541
15.136 shs Virtus Emrg Mkts Opp	P		2/23/2012	2/28/2013	151	141	10
49.953 shs Wasatch Small Cap Gro	P		9/2/2011	2/28/2013	2,167	1,832	335
100.072 shs Pimco Real Return Fd	P		Various	6/3/2013	1,177	1,241	(64)
463.134 shs Metropolitan West Total	P		5/25/2010	6/3/2013	5,000	4,774	226
2,245.755 shs Pimco Real Return Fd	P		Various	6/3/2013	26,409	24,648	1,761
168.936 shs Cullen High Div Eqty	P		12/15/2011	6/12/2013	2,580	2,124	456
164.839 shs Edgewood Growth Instl	P		10/19/2009	6/12/2013	2,530	1,668	862
88.517 shs First Eagle Overseas	P		11/2/2009	6/12/2013	2,010	1,751	259
40.096 shs Harbor Intl	P		5/21/2004	6/12/2013	2,570	1,447	1,123
35 shs JPMorgan Exch Traded	P		9/2/2011	6/12/2013	1,598	1,227	371
150.492 shs Loomis Sayles Bond Fd	P		11/2/2009	6/12/2013	2,270	1,961	309
205.307 shs Metropolitan West	P		5/25/2010	6/12/2013	2,180	2,117	63
141.354 shs Pimco Total Return Fund	D		2/7/2006	6/12/2013	1,520	1,440	80
49.633 shs Stratton Small Cap	P		11/14/2008	6/12/2013	3,150	1,878	1,272
149.819 shs Touchstone Sands Cap	P		9/2/2011	6/12/2013	2,050	1,507	543
67.6 shs Wasatch Small Cap	P		9/2/2011	6/12/2013	3,140	2,480	660
67.393 shs Eil Global Prop Inst	P		12/15/2011	8/26/2013	11,070	9,072	1,998
172 shs iShares Tr Bond 10-20 yr	P		2/23/2012	8/26/2013	21,120	22,578	(1,458)

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PAGE 3, PART IV, GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY	P - Purchased		ACQ DATE	SALE DATE	PROCEEDS	BASIS	GAIN/ (LOSS)
	D - Donated						
160 shs Sector Spdr Util Select	P		9/2/2011	8/26/2013	5,969	5,336	633
1,219 569 shs Metropolitan West Total	P		5/25/2010	11/27/2013	13,000	12,570	430
1,458 678 shs Pimco Total Return	D		Various	11/27/2013	15,860	14,860	1,000
220 shs Sector SPDR Util Select	P		9/2/2011	11/27/2013	8,345	7,337	1,008
42 shs SPDR Gold Trust	P		5/19/2009	11/27/2013	5,010	3,828	1,182
60 shs SPDR Gold Trust	P		11/15/2010	11/27/2013	7,158	8,010	(852)
10 shs SPDR Gold Trust	P		12/15/2001	11/27/2013	<u>1,193</u>	<u>542</u>	<u>651</u>
					208,858	189,518	19,340
Long-term Capital Gain Distributions					<u>6,514</u>		<u>6,514</u>
					<u>215,372</u>	<u>189,518</u>	<u>25,854</u>