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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation H.C.S. FOUNDATION

A Employer identification number

C/O - L. THOMAS HILTZ

34-6514235

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

Room/suite

B Telephone number (see instructions)

1801 EAST NINTH STREET

1105

(216) 781-3502

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

CLEVELAND, OH 44114-3103

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 changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual16) ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc. received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	190,906.	190,906.		ATCH 1
4	Dividends and interest from securities	2,868,518.	2,868,518.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	666,063.			
b	Gross sales price for all assets on line 6a	40,157,458.			
7	Capital gain net income (from Part IV, line 2)		666,063.		
8	Net short-term capital gain			22,127.	
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	1,555.	1,555.		
12	Total. Add lines 1 through 11	3,727,042.	3,727,042.	22,127.	
13	Compensation of officers, directors, trustees, etc.	559,864.	24,115.		535,749.
14	Other employee salaries and wages	115,424.	4,972.		110,452.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	923.			923.
b	Accounting fees (attach schedule)	80,915.			80,915.
c	Other professional fees (attach schedule) *	181,578.	82,747.		98,831.
17	Interest	5.	5.		
18	Taxes (attach schedule) (see instructions) ATCH 5	102,747.	27,211.		5,536.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	48,225.	1,612.		46,613.
21	Travel, conferences, and meetings	6,652.			6,652.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	25,417.	2,121.		23,296.
24	Total operating and administrative expenses	1,121,750.	142,783.		908,967.
	Add lines 13 through 23	4,382,545.			4,382,545.
25	Contributions, gifts, grants paid	5,504,295.	142,783.		5,291,512.
26	Total expenses and disbursements Add lines 24 and 25				
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,777,253.			
b	Net investment income (if negative, enter -0-)		3,584,259.		
c	Adjusted net income (if negative, enter -0-)			22,127.	

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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	14,806.	111,844.	111,844.
	2 Savings and temporary cash investments	986,552.	699,314.	699,314.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule), * *	13,335,000.	12,238,907.	12,238,907.
	b Investments - corporate stock (attach schedule) ATCH 8	60,956,724.	61,753,658.	104,081,545.
	c Investments - corporate bonds (attach schedule) ATCH 9	3,586,853.	2,299,053.	2,107,387.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 10	6,960.	6,960.	6,960.	
14 Land, buildings, and equipment basis ▶	2,480.			
Less accumulated depreciation (attach schedule) ▶	2,480.			
15 Other assets (describe ▶ ATCH 11)	38,413.	38,413.	180,590.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	78,925,308.	77,148,149.	119,426,547.	
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 ▶ ATCH 12)	1,860.	1,954.	
23 Total liabilities (add lines 17 through 22)	1,860.	1,954.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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, ▶ <input checked="" type="checkbox"/>			
	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	48,876,844.	48,876,844.	
	29 Retained earnings, accumulated income, endowment, or other funds	30,046,604.	28,269,351.	
30 Total net assets or fund balances (see instructions)	78,923,448.	77,146,195.		
31 Total liabilities and net assets/fund balances (see instructions)	78,925,308.	77,148,149.		

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	78,923,448.
2 Enter amount from Part I, line 27a	2	-1,777,253.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	77,146,195.
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	77,146,195.

**ATCH 7

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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 PART IV SCHEDULE					
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) 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			
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	666,063.
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	22,127.

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	4,138,885.	102,211,761.	0.040493
2011	4,863,296.	95,417,727.	0.050968
2010	4,698,778.	92,455,143.	0.050822
2009	5,392,227.	86,256,013.	0.062514
2008	6,030,943.	110,677,696.	0.054491

2 Total of line 1, column (d)	2	0.259288
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	0.051858
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	113,678,159.
5 Multiply line 4 by line 3	5	5,895,122.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,843.
7 Add lines 5 and 6	7	5,930,965.
8 Enter qualifying distributions from Part XII, line 4 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	8	5,291,512.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	71,685.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	71,685.
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	71,685.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	76,944.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	116,944.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	45,259.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 45,259. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MR. L. THOMAS HILTZ Telephone no ▶ 216-781-3502 Located at ▶ 1801 E. 9TH STREET, STE 1105 CLEVELAND, OH ZIP+4 ▶ 44114-3103			
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** X**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
ATCH 13		559,864.	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
ATCH 14		74,000.	0	0

Total number of other employees paid over \$50,000 ☐ **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		254,747.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	114,176,621.
b	Average of monthly cash balances	1b	1,015,350.
c	Fair market value of all other assets (see instructions)	1c	217,327.
d	Total (add lines 1a, b, and c)	1d	115,409,298.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	115,409,298.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,731,139.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	113,678,159.
6	Minimum investment return. Enter 5% of line 5	6	5,683,908.

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	5,683,908.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	71,685.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	71,685.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,612,223.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,612,223.
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	5,612,223.

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	5,291,512.
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	5,291,512.
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	5,291,512.

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.

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Page **9****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				5,612,223.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			4,082,639.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
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	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>5,291,512.</u>				
a Applied to 2012, but not more than line 2a			4,082,639.	
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				1,208,873.
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				4,403,350.
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	0			
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				

Form **990-PF** (2013)

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

NOT APPLICABLE

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(1)(3) or	4942(1)(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

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 invest-
ment 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 (i)(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))

NONE

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

NONE

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

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

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

ATCH 16

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

NONE

c Any submission deadlines

NONE

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

NONE.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 17				4,382,545.
Total			▶ 3a	4,382,545.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities[illegible]

13 Total. Add line 12, columns (b), (d), and (e)		13	<u>3,727,042.</u>
(See worksheet in line 13 instructions to verify calculations)			

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

[illegible]

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

- | | | | |
|---|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p> (1) Cash</p> <p> (2) Other assets</p> <p>b Other transactions</p> <p> (1) Sales of assets to a noncharitable exempt organization</p> <p> (2) Purchases of assets from a noncharitable exempt organization</p> <p> (3) Rental of facilities, equipment, or other assets</p> <p> (4) Reimbursement arrangements</p> <p> (5) Loans or loan guarantees</p> <p> (6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

GREGG MURESAN

Preparer's signature

Preparer's signature
S. M. Munson

Date _____

Date
9/2/14

Check ☐ if self-employed

PTIN

P00829812

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 200 PUBLIC SQUARE, 18TH FLOOR
CLEVELAND, OH

Firm's EIN ▶ 13-4008324

44114-2301

Phone no 216-875-3000

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

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

2013

Name of estate or trust **H.C.S. FOUNDATION**

Employer identification number

C/O - L. THOMAS HILTZ

34-6514235

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

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	36,274,995.	36,274,995.		
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	224,886.	202,759.		22,127.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ►			7	22,127.

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	1,250,649.	1,287,800.		-37,151.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	2,389,731.	1,725,841.		663,890.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	17,197.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ►			16	643,936.

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

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		22,127.
18 Net long-term gain or (loss):			
a Total for year	18a		643,936.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a.	19		666,063.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013Attachment
Sequence No **12A**

Name(s) shown on return

H.C.S. FOUNDATION

Social security number or taxpayer identification number

34-6514235

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

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

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

☒ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	ST USB X 4581 TREASURY BILLS	VARIOUS	VARIOUS	36274995.	36274995.			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				36,274,995.	36274995.			

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

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No. 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**2013**Attachment
Sequence No. **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

H.C.S. FOUNDATION

Social security number or taxpayer identification number

34-6514235

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

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	ST CAP GAINS- SECURITIES-SEE STMT	VARIOUS	VARIOUS	224,886.	202,759.			22,127.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				224,886.	202,759.			22,127.

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

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

H.C.S. FOUNDATION

34-6514235

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

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	LT CAP GAINS-BONDS SEE STMT	VARIOUS	VARIOUS	1,250,649.	1,287,800.			-37,151.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,250,649.	1287800.			-37,151.

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

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

H.C.S. FOUNDATION

34-6514235

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

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

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

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

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

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

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions.	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	LT CAP GAINS- SECURITIES-SEE STMT	VARIOUS	VARIOUS	2,389,731.	1,725,841.			663,890.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,389,731.	1,725,841.			663,890.

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

H. C. S. FOUNDATION**DECEMBER 31, 2013****SHORT TERM GAIN (LOSS) ON SALE OF SECURITIES**

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Net Sales Price	Gain (Loss)
Abbott Laboratones	390	3/23/2012	1/17/2013	\$ 11,325 17	\$ 12,767 45	\$ 1,442 28
Abbott Laboratories	60	11/16/2012	1/17/2013	1,817 34	1,964 23	146 89
Crescent Point Energy Corp	50	3/23/2012	1/17/2013	2,224 00	1,935 76	(288 24)
RPM International Inc	70	11/16/2012	2/20/2013	1,826 80	2,089 65	262 85
Heinz HJ Company	300	3/23/2012	3/15/2013	15,879.99	21,709 48	5,829 49
Heinz HJ Company	630	10/2/2012	3/15/2013	35,562 56	45,589 91	10,027 35
Heinz HJ Company	80	11/16/2012	3/15/2013	4,662 70	5,789 20	1,126 50
Accenture PLC Ireland CL A NEW	1,300	2/20/2013	7/3/2013	97,673 64	94,255 41	(3,418 23)
Digital Realty Trust, Inc	40	11/16/2012	8/2/2013	2,486 30	2,183 73	(302 57)
National Retail Properties, Inc	60	11/16/2012	8/22/2013	1,846 50	1,848 45	1.95
United Technologies Corp	250	10/19/2012	8/22/2013	19,653 60	25,663 93	6,010 33
United Technologies Corp	50	11/16/2012	8/22/2013	3,782 00	5,132 79	1,350 79
Southern Company	70	10/21/2013	11/18/2013	2,944 70	2,953 84	9 14
Kinder Morgan, Inc DE	30	10/21/2013	12/9/2013	1,074 30	1,002 29	(72 01)
TOTAL:				\$ 202,759.60	\$ 224,886.12	\$ 22,126.52

LONG TERM GAIN (LOSS) ON SALE OF BONDS

Description of Property	No. of Shares	Date Purchased	Date Sold	Cost	Net Sales Price	Gain (Loss)
Kellogg Company Senior Note B/E	500,000	3/6/2008	3/6/2008	\$ 516,050 00	\$ 500,000 00	\$ (16,050 00)
Alcoa, Inc Note	250,000	6/18/2009	6/28/2013	248,750 00	250,648 83	1,898 83
Kraft Foods Inc	250,000	6/18/2009	10/1/2013	264,375 00	250,000 00	(14,375 00)
Home Depot, Inc	250,000	6/18/2009	12/16/2013	258,625.00	250,000 00	(8,625 00)
TOTAL				\$ 1,287,800.00	\$ 1,250,648.83	\$ (37,151.17)

H. C. S. FOUNDATION

DECEMBER 31, 2013

LONG TERM GAIN (LOSS) ON SALE OF SECURITIES

<u>Description of Property</u>	<u>No. of Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Cost</u>	<u>Net Sales Price</u>	<u>Gain (Loss)</u>
Abbott Laboratories	1,860	2/22/2007	1/17/2013	\$ 47,240.56	\$ 60,890.91	\$ 13,650.35
Abbott Laboratories	275	6/5/2008	1/17/2013	7,342.84	9,002.68	1,659.84
Abbott Laboratories	660	3/14/2011	1/17/2013	15,233.74	21,606.46	6,372.72
Crescent Point Energy Corp	190	4/1/2009	1/17/2013	4,028.19	7,355.88	3,327.69
Crescent Point Energy Corp	700	9/17/2009	1/17/2013	24,948.50	27,100.61	2,152.11
Crescent Point Energy Corp	950	5/11/2010	1/17/2013	39,094.97	36,779.40	(2,315.57)
United Technologies Corp	1,445	4/1/2009	1/17/2013	63,788.41	124,924.53	61,136.12
Vermilion Energy, Inc	65	8/12/2009	1/17/2013	1,857.44	3,344.52	1,487.08
Vermilion Energy, Inc	1,575	5/11/2010	1/17/2013	54,077.25	81,040.48	26,963.23
Heinz HJ Company	2,235	12/6/2010	2/20/2013	109,251.39	160,953.58	51,702.19
RPM International Inc	2,605	12/27/2006	2/20/2013	54,972.08	77,764.50	22,792.42
RPM International Inc	1,250	10/31/2008	2/20/2013	17,713.38	37,315.02	19,601.64
Canadian Imperial Bank	905	5/11/2010	3/15/2013	64,476.80	72,541.64	8,064.84
Heinz HJ Company	655	12/6/2010	3/15/2013	32,017.74	47,399.03	15,381.29
Heinz HJ Company	455	10/27/2011	3/15/2013	24,704.85	32,926.04	8,221.19
Praxair, Inc	1,000	8/12/2009	5/7/2013	78,168.00	113,607.24	35,439.24
Praxair, Inc	300	12/4/2009	5/7/2013	24,840.45	34,082.17	9,241.72
Praxair, Inc	200	1/5/2011	5/7/2013	18,875.37	22,721.46	3,846.09
Automatic Data Processing, Inc	100	2/8/2008	5/15/2013	3,804.55	7,148.25	3,343.70
Automatic Data Processing, Inc	370	3/10/2008	5/15/2013	14,586.09	26,448.54	11,862.45
Digital Realty Trust, Inc	1,135	6/10/2011	5/15/2013	72,113.18	71,995.39	(117.79)
Bristol Myers Squibb Co	1,395	11/10/2008	6/7/2013	28,612.51	65,266.48	36,653.97
Bank of Nova Scotia Halifax	2,220	12/19/2006	7/3/2013	101,297.12	116,679.21	15,382.09
Zoetis, Inc fractional	0.1538	6/1/1999	7/12/2013	3.50	4.77	1.27
Blackrock, Inc	440	9/19/2011	8/2/2013	68,911.50	125,516.46	56,604.96
Digital Realty Trust, Inc	675	6/10/2011	8/2/2013	42,886.69	36,850.43	(6,036.26)
Digital Realty Trust, Inc	575	7/28/2011	8/2/2013	34,795.58	31,391.11	(3,404.47)
Analog Devices, Inc	1,815	3/9/2012	8/22/2013	73,454.13	86,003.85	12,549.72
National Retail Properties, Inc	1,020	2/17/2009	8/22/2013	13,772.01	31,423.55	17,651.54
National Retail Properties, Inc	2,115	8/12/2010	8/22/2013	48,400.48	65,157.67	16,757.19
National Retail Properties, Inc	290	3/23/2012	8/22/2013	7,797.20	8,934.15	1,136.95
United Technologies Corp	210	4/1/2009	8/22/2013	9,270.28	21,557.69	12,287.41
United Technologies Corp	200	4/22/2009	8/22/2013	9,527.50	20,531.14	11,003.64
United Technologies Corp	279	3/23/2012	8/22/2013	22,854.34	28,640.94	5,786.60
United Technologies Corp	325	6/26/2012	8/22/2013	23,793.70	33,363.10	9,569.40
Genuine Parts Company	685	3/23/2012	9/13/2013	42,205.19	54,579.33	12,374.14
Kinder Morgan Inc DE	4,280	11/15/2011	9/13/2013	120,314.97	149,499.28	29,184.31
Bristol Myers Squibb Co	1,690	11/10/2008	11/18/2013	34,663.18	87,957.32	53,294.14
Southern Company	2,500	4/22/2008	11/18/2013	91,755.00	105,493.93	13,738.93
Southern Company	1,550	6/19/2008	11/18/2013	54,193.00	65,406.23	11,213.23
Southern Company	70	11/16/2012	11/18/2013	3,000.70	2,953.83	(46.87)
Automatic Data Processing, Inc	1,240	3/10/2008	12/9/2013	48,883.10	97,728.71	48,845.61
Kinder Morgan, Inc DE	1,610	11/15/2011	12/9/2013	45,258.66	53,789.19	8,530.53
Kinder Morgan, Inc DE	600	3/23/2012	12/9/2013	23,155.44	20,045.66	(3,109.78)
Kinder Morgan, Inc DE	120	11/16/2012	12/9/2013	3,899.09	4,009.13	110.04
TOTAL:				\$ 1,725,840.65	\$ 2,389,731.49	\$ 663,890.84

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

H.C.S. FOUNDATION

C/O - L. THOMAS HILTZ

Employer identification number (EIN) or

34-6514235

Number, street, and room or suite no. If a P.O. box, see instructions

1801 EAST NINTH STREET

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CLEVELAND, OH 44114-3103

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MR. L. THOMAS HILTZ

Telephone No ► 216 781-3502

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 13 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	116,944.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	76,944.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	40,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

3F 8054 2 000

V 13-4.6F

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	H.C.S. FOUNDATION		Employer identification number (EIN) or	
	C/O - L. THOMAS HILTZ		34-6514235	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
File by the due date for filing your return. See instructions	1801 EAST NINTH STREET			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	CLEVELAND, OH 44114-3103			

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **MR. L. THOMAS HILTZ, 1801 E. 9TH STREET, STE 1105 CLEVELAND, OH 44114-**
Telephone No **216 781-3502** Fax No

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box. ☐ If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **11/15**, 20 **14**

5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS NECESSARY IN ORDER TO COMPLETE AN ACCURATE TAX RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	76,944.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	76,944.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title

Date

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					17,197.	
224,886.		ST CAP GAINS- SECURITIES-SEE STMT PROPERTY TYPE: SECURITIES 202,759.				P	VARIOUS	VARIOUS
		LT CAP GAINS- SECURITIES-SEE STMT PROPERTY TYPE: SECURITIES 1,725,841.				P	VARIOUS	VARIOUS
2,389,731.		LT CAP GAINS-BONDS SEE STMT PROPERTY TYPE: SECURITIES 1,287,800.				P	VARIOUS	VARIOUS
1,250,649.		ST USB X 4581 TREASURY BILLS PROPERTY TYPE: SECURITIES 36274995.				P	VARIOUS	VARIOUS
36274995.								
TOTAL GAIN(LOSS)							<u>666,063.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME USB X 9970	190,785.	190,785.
INTEREST INCOME RWB X 2149	121.	121.
TOTAL	<u>190,906.</u>	<u>190,906.</u>

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME RWB X 7092	273,926.	273,926.
DIVIDEND INCOME USB X 9970	2,592,702.	2,592,702.
DIVIDEND INCOME RWB TREAS PRIME X 6995	2.	2.
DIVIDEND INCOME RWB TREAS PRIME X 7092	1.	1.
INTEREST INCOME TBILLS X 4581	1,887.	1,887.
TOTAL	2,868,518.	2,868,518.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
	<u>1,555.</u>	<u>1,555.</u>
LITIGATION INCOME	1,555.	1,555.
TOTALS	<u>1,555.</u>	<u>1,555.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	82,747.	82,747.	
MANAGEMENT CONSULTANT	98,831.		98,831.
TOTALS	<u>181,578.</u>	<u>82,747.</u>	<u>98,831.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL ESTIMATED PAYMENTS	70,000.		
FOREIGN TAXES	26,962.	26,962.	
PAYROLL TAXES	5,785.	249.	5,536.
TOTALS	<u>102,747.</u>	<u>27,211.</u>	<u>5,536.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS	1,347.	1,147.	200.
OFFICE EXPENSE	13,623.	456.	13,167.
INSURANCE	10,272.	343.	9,929.
SAFE DEPOSIT BOX	175.	175.	
TOTALS	<u>25,417.</u>	<u>2,121.</u>	<u>23,296.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 7</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. TREASURY BILLS	13,335,000.	12,238,907.	12,238,907.
US OBLIGATIONS TOTAL	<u>13,335,000.</u>	<u>12,238,907.</u>	<u>12,238,907.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABS	1,975,921.	947,950.	1,379,880.
ABBVIE, INC.		1,027,971.	1,901,160.
AGL RESOURCES	1,239,750.	1,239,750.	1,511,360.
ANALOG DEVICES, INC.	1,181,245.	1,181,245.	1,476,970.
APPLIED INDUSTRIAL TECH., INC.	2,770,481.	2,770,481.	24,545,000.
AT&T INC.	1,721,922.	1,721,922.	2,109,600.
BHP BILLITON LTD ADR	2,004,028.	2,004,028.	1,636,800.
BRISTOL MYERS SQUIBB CO.	2,043,433.	2,043,433.	3,242,150.
THE COCA-COLA COMPANY	1,313,583.	1,313,583.	1,652,400.
CONOCOPHILLIPS	1,509,497.	1,509,497.	1,836,900.
DIGITAL REALTY TRUST INC.	992,249.	992,249.	761,360.
ELI LILLY CO	1,436,865.	1,436,865.	1,530,000.
GENERAL ELECTRIC COMPANY	2,720,292.	2,720,292.	3,195,420.
GENERAL MILLS INC.	1,662,993.	1,662,993.	2,245,950.
HEALTH CARE REIT INC.	968,256.	940,187.	1,060,686.
HOME DEPOT INC.	1,968,138.	1,968,138.	4,281,680.
HUDSON CITY BANCORP INC	1,124,556.	1,124,556.	905,280.
INTEL CORP	2,174,520.	2,174,520.	2,595,500.
JOHNSON & JOHNSON	1,518,045.	1,518,045.	2,289,750.
KIMBERLY CLARK CORP	1,479,128.	1,479,128.	2,402,580.
KINDER MORGAN INC	995,014.	995,014.	1,216,800.
MCDONALDS CORP	1,977,955.	1,977,955.	2,522,780.
MICROCHIP TECHNOLOGY INC	1,362,872.	1,313,347.	1,566,250.
NESTLE SA SPON ADR	1,962,070.	1,962,070.	2,943,600.
NEXTERA SA SPNSD ADR	1,149,622.	1,149,622.	2,054,880.
NORTHEAST UTILITIES	1,249,860.	1,249,860.	1,946,549.
NOVARTIS AG ADR	1,602,678.	1,602,678.	2,411,400.
PEPSICO INC.	1,667,090.	1,667,090.	2,073,500.
PFIZER INC.	16,883.	12,808.	17,428.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PHILIP MORRIS INTL	1,813,457.	1,813,457.	2,091,120.
PHILLIPS 66	448,600.	448,600.	1,002,690.
PROCTER & GAMBLE COMPANY	1,915,851.	1,915,851.	2,442,300.
RPM INTERNATIONAL, INC	1,357,254.	1,357,254.	2,490,600.
SPECTRA ENERGY CORP	2,102,864.	2,102,864.	2,849,600.
VERIZON COMMUNICATIONS INC.	1,582,192.	1,582,192.	2,113,020.
VODAFONE GROUP PLC ADR	2,048,405.	2,048,405.	2,756,614.
ZOETIS, INC.		4,071.	5,852.
BAIRD INVESTMENTS (STMT 8A)	5,899,155.	6,773,687.	9,016,136.
TOTALS	<u>60,956,724.</u>	<u>61,753,658.</u>	<u>104,081,545.</u>

ROBERT W BAIRD & CO, INC INVESTMENTS

Description	Beginning Book Balance	Ending Book Balance	Ending FMV
ABBVIE INC	NONE	174,917	259,033
AT&T, Inc	106,136	107,899	126,400
Abbott Laboratories	172,922	NONE	NONE
Altria Group Inc	107,107	109,998	194,253
Analog Devices, Inc	172,167	100,635	133,946
Apple Inc	NONE	129,789	171,111
Automatic Data Processing	104,250	125,130	177,354
BCE Inc New	136,002	138,636	162,770
Bank of Nova Scotia	101,297	NONE	NONE
Baxter International, Inc	126,710	128,700	149,533
Blackrock Inc	128,949	73,126	125,006
Bristol Myers Squibb Company	124,477	64,187	150,680
Canadian Imperial Bank	64,477	NONE	NONE
Chevron Corp	119,202	243,424	277,925
Cisco Systems Inc	169,739	221,834	245,272
Coca-Cola Company	136,249	138,984	185,895
Cullen Frost Bankers, Inc	NONE	226,351	233,338
Crescent Point Energy Trust Unit	70,296	NONE	NONE
Digital Realty Trust Inc	152,282	NONE	NONE
Emerson Electric Company	142,339	145,628	252,648
Enbridge Inc	NONE	NONE	NONE
Arthur J Gallagher & Company	117,206	119,564	156,277
General Electric Company	207,654	252,156	324,868
Genuine Parts Company	135,550	95,715	128,529
GlaxoSmithKline PLC ADR	125,523	128,081	163,373
HCP, Inc	78,059	124,945	168,706
Health Care REIT, Inc	107,312	134,453	172,228
Heinz HJ Company	222,079	NONE	NONE
Intel Corp	206,709	256,915	292,902
Johnson & Johnson	179,140	251,630	331,098
Kinder Morgan Inc DE	192,628	NONE	NONE
Kimberly-Clark Corp	136,423	179,170	306,590
Kraft Foods Group, Inc	174,797	215,392	247,716
Lockheed Martin Corp	NONE	208,372	249,749
Mattel Inc	129,738	125,985	240,755
McDonalds Corp	203,659	208,346	334,754
Merck & Company	67,403	183,350	212,713
Microsoft Corp	NONE	178,572	242,230
National Retail Properties, Inc	71,816	NONE	NONE
NextEra Energy (formerly FPL Group)	45,938	46,782	89,559
Novartis AG Spons ADR	134,490	137,494	221,447
Oneok, Inc NEW	144,555	148,950	320,227
Philip Morris International	137,560	141,031	230,023
Paychex Inc	NONE	112,921	127,029
Praxair, Inc	121,884	NONE	NONE
Procter & Gamble Co	139,578	142,758	221,435
Qualcomm Inc	NONE	193,094	224,606
Realty Income Corp	47,508	51,675	68,314
RPM International Inc	74,512	NONE	NONE
Southern Company	148,949	NONE	NONE
Spectra Energy Corp	NONE	219,745	230,283
Tupperware Brands Corp	NONE	81,834	99,257
US Bancorp DE	NONE	222,565	255,732
United Technologies Corp	152,670	NONE	NONE
Ventas Inc	NONE	96,017	67,590
Vermillion Energy Trust Unit	55,935	NONE	NONE
Williams Cos Inc DEL	205,283	209,279	270,183
Wisconsin Energy Corp	NONE	177,657	172,801
TOTAL	5,899,155	6,773,687	9,016,136

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE STMT 9	3,586,853.	2,299,053.	2,107,387.
TOTALS	<u>3,586,853.</u>	<u>2,299,053.</u>	<u>2,107,387.</u>

H C S Foundation
12/31/2013

34-6514235

CORPORATE BONDS

<u>Description</u>	<u>Beginning Book Balance</u>	<u>Ending Book Balance</u>	<u>Ending FMV.</u>
2013/03/06 (500) Kellogg	516,050	NONE	NONE
2013/05/15 (250) Black Hills	NONE	NONE	NONE
2013/07/15 (250) Alcoa	248,750	NONE	NONE
2013/10/01 (250) Kraft Foods	264,375	NONE	NONE
2013/12/16 (250) Home Depot	258,625	NONE	NONE
2014/01/15 (250) Kroger	280,500	280,500	250,570
2014/01/15 (95) Dupont Ei	91,928	91,928	85,150
2014/02/06 (250) Altria	276,375	276,375	251,625
2014/02/15 (500) Kimberly Clark	568,000	568,000	503,690
2014/03/01(500) Hewlett Pack	548,250	548,250	504,235
2014/04/01 (250) Time Warner	274,750	274,750	254,150
2014/09/15 (250) AT&T Inc	259,250	259,250	257,968
	<u>3,586,853</u>	<u>2,299,053</u>	<u>2,107,387</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL RIGHTS	6,960.	6,960.	6,960.
TOTALS	<u>6,960.</u>	<u>6,960.</u>	<u>6,960.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION FEES	3,500.	3,500.	3,500.
OFFICE FIXTURES	263.	263.	263.
OFFICE FURNISHINGS	6,267.	6,267.	6,267.
COINS	28,361.	28,361.	170,538.
SECURITY DEPOSIT - BWC	22.	22.	22.
TOTALS	<u>38,413.</u>	<u>38,413.</u>	<u>180,590.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PAYROLL WITHHOLDINGS	1,860.	1,954.
TOTALS	<u>1,860.</u>	<u>1,954.</u>

Form 990PF, Part VIII-List of Officers, Directors, and Trustees

Name and Address	Title	Estimated Time Devoted to Position	Compensation for Investment Purposes	Compensation for Charitable Purposes	Total
Francie S. Hiltz 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	22 17 hr	\$ -	\$ 138,955	\$ 138,955
L. Thomas Hiltz 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	29 61 hr	\$ 7,564	\$ 218,661	\$ 226,225
Betty Jane Mulcahy 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	12 66 hr	\$ 16,434	\$ 66,787	\$ 83,221
Elizabeth S. Saal 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	18 26 hr	\$ 117	\$ 53,403	\$ 53,520
Milton B. Schott, Jr. 1801 East Ninth Street # 1105 Cleveland, OH 44114-3103	Trustee	8 99 hr	\$ -	\$ 57,943	\$ 57,943
Grand Totals			<u>24,115</u>	<u>535,749</u>	<u>\$ 559,864</u>

See attached list of Trustee Responsibilities

While the HCS Foundation (HCSF) utilizes the services of outside professionals (e.g. investment managers, management consultants and attorneys) to help meet its management needs, it typically only does so for complex issues that are of a longer-term, strategic nature.

Virtually all of the day-to-day tasks at HCSF are completed by the Trustees or by support personnel.

The Trustees are directly and solely responsible for keeping HCSF on-track and for ensuring that any and all Leadership, Administrative and Programmatic activities at HCSF work in support of that end.

In general terms, HCSF's Trustees must deliver substantial value along several broad fronts.

- The Trustees must oversee the development of HCSF's investment management strategies and must ensure that the most appropriate investment management tactics are utilized whenever practicable; to do this, the Trustees must monitor, analyze and interpret short-term and long-term trends in the relevant financial markets, and must act-upon those trends in a timely and responsible manner.
- The Trustees must develop a clear philanthropic agenda for HCSF, and must make certain that every dimension of the agenda is supported by an appropriate set of initiatives; the Trustees must consistently develop and implement any and all required initiatives in a timely, focused and cost-effective manner.
- As a practical matter, the Trustees at HCSF must design and execute all of the policies, plans and programs that are required to support the organization's continued ability to serve as an agent of change for the communities that it serves and must do so without the help of a traditional management team.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JAMIE LAWRENCE 1801 E. 9TH ST. #1105 CLEVELAND, OH 44114	EXECUTIVE ASSISTANT 40.00	74,000.
		0
		0
	<u>TOTAL COMPENSATION</u>	<u>74,000.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WM. P. CIMINO HUMAN CAPITAL ADVISOR, LLC 1493 MIDDLETON RD CLEVELAND HEIGHTS, OH 44121 HUMAN CAPITAL ADVISOR	MANAGEMENT ADVISOR	98,832.
PRICEWATERHOUSECOOPERS, LLP 200 PUBLIC SQUARE # 1800 CLEVELAND, OH 44114-2301 ACCOUNTING, TAX RETURN PREP & CONSULTING	ACCOUNTING	80,915.
BAHL & GAYNOR, INC. 212 E. 3RD STREET SUITE 200 CINCINNATI, OH 45202 INVESTMENT CONSULTING	INVESTMENT MGMT	75,000.
TOTAL COMPENSATION		<u>254,747.</u>

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

L. THOMAS HITLZ
1801 EAST NINTH STREET SUITE 1105
CLEVELAND, OH 44114-3103
216-781-3502

H. C. S. FOUNDATION

34-6514235

Charitable Contributions – 2013

<u>Recipient</u>	<u>Amount</u>	<u>Purpose</u>
CISE Foundation Cincinnati, OH	\$ 150,000.00	To establish endowment
CISE Cincinnati, OH	100,000.00	To support annual campaign.
Telluride Foundation (Neil Armstrong Scholarship Fund) Telluride, CO	100,000.00	To assist in establishing scholarship fund endowment.
Craig and Frances Lindner Center of Hope Mason, OH	25,000.00	In support of fundraising event for the Harold C. Schott Eating Disorders Program.
St. Cecilia Congregation Nashville, TN	70,000.00	Toward purchase of clothing for the Dominican nuns
Cincinnati Institute of Fine Arts (Artswave) Cincinnati, OH	25,000.00	In support of the major arts organization and other arts organizations in the Cincinnati area.
Cleveland Museum of Art Cleveland, OH	250,000.00	Toward the challenge grant received from the National Endowment for the Humanities in support of interpretive educational programs.
Hands Together, Inc Springfield, MA	100,000.00	Toward fundraising to support aid to grade schools in Haiti.
Muhammad Ali Museum and Education Center Louisville, KY	35,000.00	Toward sponsorship of inaugural presentation of its Humanitarian Awards - \$25,000.00 and \$10,000.00 as a board gift.
Boys & Girls Clubs of Columbus Columbus, OH	10,000.00	In support of fundraising event to establish two new clubs in unserved areas
Bob Woodruff Family Foundation, Inc. New York, NY	150,000.00	In support of the seventh annual Stand Up for Heroes event to benefit the Bob Woodruff Foundation in support of our injured troops.
University Hospital Health System, Inc. Cleveland, OH	250,000.00	Third installment of four-year pledge of \$1,000,000.00 for the Discover the Difference Campaign to establish the Angie Fowler Adolescent and Young Adult Cancer Institute
St. Edward High School Lakewood, OH	100,000.00	First installment of four-year pledge of \$370,000.00 in support of the IT Infrastructure Upgrade and Faculty Program with Tablet Computers
Cincinnati Symphony Orchestra Cincinnati, OH	125,000.00	First installment of two-year pledge of \$250,000.00 to support the Lincoln Portrait Performance and the debut of Louis Langrée, Director.

Cincinnati Museum Center Cincinnati, OH	\$ 187,500.00	Final installment of five-year pledge of \$1,000,000.00 toward the <i>Regeneration</i> Campaign of Cincinnati Museum Center.
Cincinnati Zoo & Botanical Garden Cincinnati, OH	250,000.00	First installment of four-year pledge of \$1,000,000.00 in support of the Cheetah enclosure in the African Savannah Exhibit.
National Audubon Society, Inc. Columbus, OH	50,000.00	Fourth installment of five-year pledge of \$250,000.00 toward the <i>Campaign for the Grange Insurance Audubon Center</i>
Cristo Rey Columbus High School Columbus, OH	100,000.00	Third installment of five-year pledge of \$500,000.00 toward Leadership Grant.
Peggy R. McConnell Worthington Center for the Arts Worthington, OH	20,000.00	Fourth installment of five-year pledge of \$100,000.00 toward challenge grant to solidify operations.
Junior Achievement of Central Ohio Columbus, OH	100,000.00	Second installment of three-year pledge of \$300,000.00 toward a leadership grant to grow student programs
Ohio State University Foundation (Pelotonia Operating Support Fund) Columbus, OH	100,000.00	Second installment of five-year pledge of \$500,000.00 to bring Ohio State researchers closer to cure for cancer
University of Cincinnati Foundation Brain Tumor Center Cincinnati, OH	400,000.00	Third installment of five-year pledge in the amount of \$2,000,000.00 for the Harold C. Schott Brain Tumor Molecular Therapeutic Chair Endowment.
Crisis Ministries Charleston, S.C.	175,000.00	Final installment of three-year pledge of \$525,000.00 for the food, shelter, hope campaign for the construction of a new dormitory for homeless men
Harbor Hall, Inc Harbor Springs, MI	75,000.00	First installment of three-year pledge of \$225,000.00 in support of improvements and replacements for the treatment center.
Trident United Way, Inc. North Charleston, SC	79,500.00	Second installment of three-year pledge in the amount of \$238,500.00 to fund a Links to Success director.
The City Mission Cleveland, OH	10,000.00	In support of on-site Culinary Arts Vocational Training Program toward installation of test kitchen, classroom space and staff
Manufacturing Advisory Committee Cleveland, OH	45,500.00	First installment of two-year pledge of \$91,000.00 for Max Hayes Career and Technical High School Project - Technical, Engineering and Advanced Manufacturing Academy for Project Manager and development of staff
Suicide Prevention Education Alliance of N.E. Ohio Cleveland, OH	25,000.00	In support of <i>Recognizing Teen Depression and Preventing Suicide</i> program

The Salvation Army of Greater Cleveland Cleveland, OH	\$ 150,000.00	Toward general operations for emergency food, shelter and basic necessities for the needy in Cuyahoga County.
Cleveland Zoological Society Cleveland, OH	25,000.00	In support of the Nature Discovery Zone & Circle of Wildlife Carousel .
NOGA Charities & Foundation North Olmsted, OH	50,045.00	Funds to facilitate the second phase of expanding the life-changing Return to Golf program through recreational therapy.
Rainey Institute Cleveland, OH	25,000.00	First installment of two-year pledge of \$50,000.00 in support of teacher's pay to ensure adequate supervision for participants in the after school orchestra program.
Cleveland Play House Cleveland, OH	75,000.00	First installment of five-year pledge of \$375,000.00 in support of Spotlight on Excellence: Staging the Future of Cleveland Play House .
Mobilemed 1, Inc. Shaker Heights, OH	15,000.00	In support of MedWorks free mobile health clinics serving underinsured individuals.
Cleveland Food Bank Cleveland, OH	100,000.00	Toward cold storage expansion project to more than double capacity to deliver more nutritious food.
Lindner Center of Hope Mason, OH	250,000.00	First installment of three-year pledge in the amount of \$750,000.00 to the \$12 million capital campaign.
Cincinnati Reds Community Fund Cincinnati, OH	250,000.00	Toward support for building the Reds UrbanYouth Academy to create educational programming for economically disadvantaged inner-city youth with baseball.
Leadership Scholars, Inc. Cincinnati, OH	120,000.00	First installment of four-year pledge in the amount of \$480,000.00 to fund approximately half of the cost of the Parents Program to help students succeed in school and in life.
The Children's Theatre of Cincinnati Cincinnati, OH	15,000.00	Toward mission to educate, entertain and engage children through professional theatrical productions and arts educational programming.
Cincinnati Zoo & Botanical Garden Cincinnati, OH	15,000.00	Board Gift.
Cincinnati Symphony Orchestra Cincinnati, OH	15,000.00	Board of Directors Annual Campaign
National Underground Railroad and Freedom Center, Inc Cincinnati, OH	20,000.00	Co-Chairman of the Board Gift.
Cincinnati Museum Center Cincinnati, OH	50,000.00	Chairman's Board Gift and Sponsorships of the Diana Opening Gala, Children's Museum Breakfast with Santa, Children's Museum Difference Makers Award Dinner

PTDA Foundation Chicago, IL	\$ 70,000.00	First installment of three-year pledge of \$210,000.00 to complete Industrial Careers Pathway's four programs
St. Rita Comprehensive Communication Resources Cincinnati, OH	30,000.00	First installment of three-year pledge of \$90,000.00 to support educational projects as designated in grant proposal.
	<hr/>	
	\$ 4,382,545.00	