Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE ANDREWS FOUNDATION

A Employer identification number
34-6515110

Number and street (or P O box number if mail is not delivered to street address)
3401 ENTERPRISE PARKWAY

Room/suite
340

B Telephone number
440-449-8910

City or town, state or province, country, and ZIP or foreign postal code
BEACHWOOD, OH 44122

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 8,663,307.

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	52.	52.		STATEMENT 1
	4	Dividends and interest from securities	43,635.	43,635.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	619,564.			
	b	Gross sales price for all assets on line 6a 8,439,082.				
	7	Capital gain net income (from Part IV, line 2)		619,564.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	663,251.	663,251.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000.	37,500.		12,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	8,550.	2,138.		6,412.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	5,326.	4,370.		956.
	19	Depreciation and depletion	623.	0.		
	20	Occupancy	20,400.	5,100.		15,300.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	79,117.	78,164.		953.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	164,016.	127,272.		36,121.
	25	Contributions, gifts, grants paid	321,000.			321,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	485,016.	127,272.		357,121.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	178,235.			
	b	**Net investment income** (if negative, enter -0-)		535,979.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	22,719.	67,175.	67,175.
	2	Savings and temporary cash investments	1,109,093.	296,989.	296,989.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	4,003,840.	4,949,660.	8,298,221.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 4,069.			
		Less accumulated depreciation STMT 6 ▶ 3,147.	859.	922.	922.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,136,511.	5,314,746.	8,663,307.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	5,136,511.	5,314,746.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	5,136,511.	5,314,746.	
	31	**Total liabilities and net assets/fund balances**	5,136,511.	5,314,746.	

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	5,136,511.
2	Enter amount from Part I, line 27a	2	178,235.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,314,746.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,314,746.

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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	PER ATTACHED STATEMENT	P		
b	PER ATTACHED STATEMENT	P		
c	PER ATTACHED STATEMENT	P		
d	CASH IN LIEU			
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	102,760.		105,888.	-3,128.
b	1,436,313.		814,511.	621,802.
c	6,900,000.		6,899,119.	881.
d	9.			9.
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				-3,128.
b				621,802.
c				881.
d				9.
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	619,564.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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	401,118.	7,201,925.	.055696
2011	190,164.	8,000,013.	.023770
2010	55,869.	6,084,401.	.009182
2009	185,330.	5,455,029.	.033974
2008	95,510.	7,037,262.	.013572

2	**Total** of line 1, column (d)	2	.136194
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	.027239
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,707,185.
5	Multiply line 4 by line 3	5	182,697.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,360.
7	Add lines 5 and 6	7	188,057.
8	Enter qualifying distributions from Part XII, line 4	8	357,121.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,360.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	5,360.
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	5,360.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,184.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,184.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	84.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,260.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ LAURA BAXTER-HEUER Telephone no. ▶216-751-2115

Located at ▶3401 ENTERPRISE PKWY STE 340, BEACHWOOD, OH ZIP+4 ▶44122-7340

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	N/A	3b		
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

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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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

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

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

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

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

(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
LAURA BAXTER-HEUER 5143 ABIGAIL DRIVE LYNDHURST, OH 44124	PRESIDENT & TRUSTEE 40.00	50,000.	0.	0.
MICHAEL A. HEUER 5143 ABIGAIL DRIVE LYNDHURST, OH 44124	VICE-PRES. & TRUSTEE 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANTS TO SUPPORT THE EXEMPT PURPOSE OF VARIOUS PUBLIC CHARITIES.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,462,807.
b	Average of monthly cash balances	1b	1,345,627.
c	Fair market value of all other assets	1c	891.
d	**Total** (add lines 1a, b, and c)	1d	6,809,325.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,809,325.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,140.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,707,185.
6	**Minimum investment return.** Enter 5% of line 5	6	335,359.

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	335,359.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,360.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	329,999.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	329,999.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	329,999.

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	357,121.
b	Program-related investments - total from Part IX-B	1b	0.
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	357,121.
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	5	5,360.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	351,761.

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				329,999.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			311,522.	
b Total for prior years: ______ , ______ , ______		0.		
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: ▶ $ 357,121.				
a Applied to 2012, but not more than line 2a			311,522.	
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				45,599.
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 instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				284,400.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	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				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

323581
10-10-13

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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:

LAURA BAXTER-HEUER, 440-449-8910
3401 ENTERPRISE PKWY STE 340, BEACHWOOD, OH 44122

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

SUBMITTED IN WRITING

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:

NO RESTRICTIONS

Part XV `Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN RED CROSS GREATER CLEVELAND CHAPTER 3747 EUCLID AVENUE CLEVELAND, OH 44115			GENERAL SUPPORT	5,000.
BEAUMONT SCHOOL 3301 NORTH PARK BLVD CLEVELAND HEIGHTS, OH 44118			GENERAL SUPPORT	50,000.
CLEVELAND FOODBANK 15500 SO WATERLOO RD CLEVELAND, OH 44110			GENERAL SUPPORT	30,000.
CUNNIFF DIXON FOUNDATION PO BOX 800 ESSEX, CT 06466			GENERAL SUPPORT	25,000.
GEAUGA PARK DISTRICT 9160 ROBINSON ROAD CHARDON, OH 44024			GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	321,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	52.	
4 Dividends and interest from securities			14	43,635.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	619,564.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		663,251.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 663,251.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ 8-26-14 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MICHAEL PAPPAS, CPA		9/22/14		P00410092

Firm's name ▶ BARNES WENDLING CPAS INC.

Firm's EIN ▶ 34-1463411

Firm's address ▶ 1350 EUCLID AVE., SUITE 1400
CLEVELAND, OH 44115-1830

Phone no. (216) 566-9000

Form **990-PF** (2013)

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL CITY BANK	52.	52.	
TOTAL TO PART I, LINE 3	52.	52.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RUANE CUNNIFF	43,635.	0.	43,635.	43,635.	
TO PART I, LINE 4	43,635.	0.	43,635.	43,635.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BARNES WENDLING CPAS INC.	8,550.	2,138.		6,412.
TO FM 990-PF, PG 1, LN 16A	8,550.	2,138.		6,412.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,825.	2,869.		956.
FOREIGN TAXES PAID	1,501.	1,501.		0.
TO FORM 990-PF, PG 1, LN 18	5,326.	4,370.		956.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT/INVESTMENT FEE	75,105.	75,105.		0.
PAYROLL EXPENSES	2,073.	1,555.		518.
OFFICE EXPENSE & SUPPLIES	1,739.	1,304.		435.
STATE FILING FEE	200.	200.		0.
TO FORM 990-PF, PG 1, LN 23	79,117.	78,164.		953.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 6

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
OFFICE CHAIRS (5)	2,155.	2,155.	0.	0.
LAPTOP COMPUTER/SOFTWARE	1,228.	615.	613.	613.
DELL COMPUTER	686.	377.	309.	309.
TO 990-PF, PART II, LN 14	4,069.	3,147.	922.	922.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	4,949,660.	8,298,221.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,949,660.	8,298,221.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE CHAIRS (5)	11/15/03	SL	7.00	MQ	17	2,155.				2,155.	2,155.		0.	2,155.
12	LAPTOP COMPUTER/SOFTWARE	09/06/11	SL	5.00	HY	17	1,228.				1,228.	369.		246.	615.
23	DELL COMPUTER	01/17/13	SL	5.00	HY	19B	686.			343.	343.			377.	34.
	* TOTAL 990-PF PG 1 DEPR						4,069.			343.	3,726.	2,524.		623.	2,804.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOME REPAIR RESOURCE CENTER 2520 NOBLE ROAD CLEVELAND HEIGHTS, OH 44121			GENERAL SUPPORT	10,000.
JULIE BILLIART SCHOOL 4982 CLUBSIDE LYNDHURST, OH 44124			GENERAL SUPPORT	35,000.
MAGNOLIA CLUBHOUSE 11101 MAGNOLIA DRIVE CLEVELAND, OH 44106			GENERAL SUPPORT	20,000.
THE RATNER SCHOOL 27575 SHAKER BLVD PEPPER PIKE, OH 44124			GENERAL SUPPORT	20,000.
UNIVERSITY CIRCLE INC 12100 EUCLID AVENUE CLEVELAND, OH 44106			GENERAL SUPPORT	25,000.
UNIVERSITY HOSPITAL SEIDMAN CANCER CENTER 11100 EUCLID AVE CLEVELAND, OH 44106			GENERAL SUPPORT	50,000.
UNIVERSITY HOSPITALS FIVE STAR SENSATION 11100 EUCLID AVE CLEVELAND, OH 44106			GENERAL SUPPORT	36,000.
VOLUNTEERS OF AMERICA OF GREATER CLEVELAND 1776 BROAD STREET COLUMBUS, OH 43203			GENERAL SUPPORT	10,000.
Total from continuation sheets				206,000.

323631
05-01-13

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-08-09	01-18-13	643	Qinetiq Group PLC	1,738 23	1,822 08		83 85
11-04-09	01-18-13	320	Qinetiq Group PLC	861 31	906 79		45 48
12-11-09	01-18-13	311	Qinetiq Group PLC	836 22	881 28		45 06
12-10-09	01-18-13	343	Qinetiq Group PLC	921 82	971 96		50 14
11-26-09	01-18-13	59	Qinetiq Group PLC	158 06	167 19		9 13
07-26-07	01-18-13	600	Rolls-Royce Holdings PLC	6,297 98	8,766 13		2,468 15
08-03-07	01-18-13	2,492	Rolls-Royce Holdings PLC	25,964 37	36,408 65		10,444 28
09-07-07	01-18-13	908	Rolls-Royce Holdings PLC	8,966 75	13,266 07		4,299 32
03-04-13	03-08-13	758	Commonwealth REIT Com	18,347 46	16,792 18	-1,555 28	
03-04-13	03-11-13	359	Commonwealth REIT Com	8,689 63	7,950 48	-739 15	
02-28-13	03-11-13	220	Commonwealth REIT Com	5,035 01	4,872 16	-162 85	
02-28-13	03-12-13	72	Commonwealth REIT Com	1,647 82	1,581 98	-65 84	
02-28-13	03-13-13	695	Commonwealth REIT Com	15,906 05	15,386 40	-519 65	
02-28-13	03-14-13	378	Commonwealth REIT Com	8,651 06	8,391 87	-259 19	
02-28-13	03-15-13	14	Commonwealth REIT Com	320 41	307 44	-12 97	
05-26-11	03-26-13	200	Advance Auto Parts	12,497 46	16,165 63		3,668 17
01-17-08	03-26-13	500	Fastenal Co	8,346 44	25,224 43		16,877 99
06-07-10	03-26-13	25	Google Inc Cl A	12,344 27	20,318 29		7,974 02
10-13-05	03-26-13	239	Mohawk Industries	18,210 99	26,602 49		8,391 50
05-16-06	03-26-13	61	Mohawk Industries	4,589 61	6,789 76		2,200 15
05-16-06	03-26-13	200	O Reilly Automotive Inc	5,250 00	20,657 53		15,407 53
05-05-09	03-26-13	100	Precision Castparts Corp	7,487 99	19,057 57		11,569 58
05-12-10	03-26-13	300	Valeant Pharmaceuticals International Inc	5,650 21	22,283 50		16,633 29
09-07-07	03-26-13	2,000	Rolls-Royce Holdings PLC	19,750 56	33,377 28		13,626 72
11-03-10	04-19-13	0	Hiscox Ltd	0 19	0 24		0 05
05-16-06	05-13-13	75	Mohawk Industries	5,642 96	8,866 68		3,223 72
05-16-06	05-14-13	144	Mohawk Industries	10,834 48	17,276 16		6,441 68
05-16-06	05-15-13	25	Mohawk Industries	1,880 99	2,985 92		1,104 93
05-16-06	07-18-13	14	Mohawk Industries	1,053 35	1,665 85		612 50
05-16-06	07-31-13	39	Mohawk Industries	2,934 34	4,659 92		1,725 58
05-16-06	08-02-13	82	Mohawk Industries	6,169 63	10,680 40		4,510 77
05-30-06	08-02-13	135	Mohawk Industries	9,969 16	17,583 59		7,614 43
05-30-06	08-05-13	39	Mohawk Industries	2,879 98	5,076 49		2,196 51
05-30-06	08-12-13	35	Mohawk Industries	2,584.60	4,549 67		1,965 07
05-30-06	09-16-13	5	Mohawk Industries	369 23	649 98		280 75
05-30-06	09-17-13	39	Mohawk Industries	2,879 98	5,071 93		2,191 95
05-30-06	09-18-13	18	Mohawk Industries	1,329 22	2,345 62		1,016 40
05-26-11	10-16-13	3	Advance Auto Parts	187 46	288 69		101 23
09-22-09	10-16-13	212	Advance Auto Parts	8,564 46	20,400 61		11,836 16
09-22-09	10-17-13	212	Advance Auto Parts	8,564 46	20,541 11		11,976 66
09-21-09	10-17-13	128	Advance Auto Parts	5,107 78	12,402.18		7,294 40
09-21-09	10-18-13	116	Advance Auto Parts	4,628 93	11,379 23		6,750 30
09-21-09	10-28-13	54	Advance Auto Parts	2,154 85	5,458 24		3,303 39
09-21-09	10-29-13	126	Advance Auto Parts	5,027 97	12,656 65		7,628 68
09-23-09	10-29-13	1	Advance Auto Parts	39 23	100 45		61 22
09-23-09	10-30-13	32	Advance Auto Parts	1,255 20	3,209 89		1,954 69
09-23-09	10-31-13	87	Advance Auto Parts	3,412 58	8,701 87		5,289 29
09-23-09	11-04-13	30	Advance Auto Parts	1,176 75	3,002 43		1,825 68
09-23-09	11-05-13	17	Advance Auto Parts	666 83	1,701 79		1,034 96

1/14 $502,081 19 in s/h for client use only
Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-31-11	01-11-13	1	Dell Inc Corp Class Action Settlement	0 00	52 84		52 84
02-10-11	01-18-13	311	Advance Auto Parts	20,203 35	22,823 78		2,620 43
05-25-11	01-18-13	243	Advance Auto Parts	15,194 72	17,833 37		2,638 65
05-26-11	01-18-13	196	Advance Auto Parts	12,247 51	14,384 11		2,136 60
01-09-08	01-18-13	420	Fastenal Co	7,534 73	19,575 76		12,041 03
03-05-07	01-18-13	318	Fastenal Co	5,457 28	14,821 64		9,364 36
01-17-08	01-18-13	162	Fastenal Co	2,704 25	7,550 65		4,846 40
05-23-11	01-18-13	129	First Solar Inc	16,015 82	3,953 76		-12,062 06
05-24-11	01-18-13	89	First Solar Inc	11,038 25	2,727 79		-8,310 46
05-25-11	01-18-13	255	First Solar Inc	31,200 37	7,815 57		-23,384 80
06-01-11	01-18-13	586	Corning	11,648 57	7,236 94		-4,411 63
06-02-11	01-18-13	740	Corning	14,569 95	9,138 79		-5,431 16
07-08-11	01-18-13	97	Corning	1,725 43	1,197 92		-527 51
06-30-11	01-18-13	29	Corning	515 54	358 14		-157 40
07-11-11	01-18-13	243	Corning	4,283 86	3,000 98		-1,282 88
09-09-11	01-18-13	795	Corning	10,764 19	9,818 03		-946 16
06-07-10	01-18-13	25	Google Inc Cl A	12,344 27	17,734 35		5,390 08
05-03-10	01-18-13	147	Goldman Sachs Group Inc	21,787 92	20,782 39		-1,005 53
05-05-10	01-18-13	3	Goldman Sachs Group Inc	442 29	424 13		-18 16
05-13-10	01-18-13	156	IBM	20,550 56	30,261 76		9,711 20
05-12-10	01-18-13	119	IBM	15,655 24	23,084 29		7,429 05
11-20-08	01-18-13	250	Idexx Laboratories Corp	7,579 01	23,551.97		15,972 96
09-06-11	01-18-13	196	Linear Technology Group	5,294 96	7,065 64		1,770 68
05-12-06	01-18-13	5	Mohawk Industries	383 59	485 74		102 15
10-13-05	01-18-13	895	Mohawk Industries	68,195.95	86,947.30		18,751 35
05-16-06	01-18-13	300	O Reilly Automotive Inc	7,875 00	26,255 41		18,380 41
05-07-09	01-18-13	30	Precision Castparts Corp	2,418 37	5,588 27		3,169 90
05-22-09	01-18-13	91	Precision Castparts Corp	7,265 73	16,951 10		9,685 37
05-21-09	01-18-13	219	Precision Castparts Corp	17,461 25	40,794 41		23,333 16
05-06-09	01-18-13	117	Precision Castparts Corp	8,990 61	21,794 27		12,803 66
05-05-09	01-18-13	143	Precision Castparts Corp	10,707 83	26,637 44		15,929 61
10-03-11	01-18-13	75	Praxair	6,892 06	8,509 31		1,617 25
10-04-11	01-18-13	25	Praxair	2,286 15	2,836 43		550 28
07-20-10	01-18-13	1	Valeant Pharmaceuticals International Inc	19 87	63 66		43 79
07-21-10	01-18-13	1,045	Valeant Pharmaceuticals International Inc	20,606 74	66,523.21		45,916 47
07-16-10	01-18-13	1,120	Valeant Pharmaceuticals International Inc	21,855 04	71,297 60		49,442 56
07-15-10	01-18-13	690	Valeant Pharmaceuticals International Inc	13,052 02	43,924 41		30,872 39
05-12-10	01-18-13	144	Valeant Pharmaceuticals International Inc	2,712 10	9,166 83		6,454 73
04-22-09	01-18-13	211	Wal-Mart Stores	10,432 07	14,518 58		4,086 51
09-16-05	01-18-13	685	Wal-Mart Stores	30,194 87	47,133 79		16,938 92
09-21-05	01-18-13	714	Wal-Mart Stores	30,680 08	49,129 24		18,449 16
12-16-09	01-18-13	457	Qinetiq Group PLC	1,237 32	1,295 01		57 69
12-03-09	01-18-13	265	Qinetiq Group PLC	716 96	750 93		33 97
11-02-09	01-18-13	602	Qinetiq Group PLC	1,627 15	1,705 90		78 75

1/14 $502,081.19 in s/h for client use only

Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-13 Through 12-31-13

						Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Proceeds**	**Short Term**	**Long Term**
09-23-09	11-21-13	86	Advance Auto Parts	3,373 36	8,602 46		5,229 10
09-23-09	11-22-13	141	Advance Auto Parts	5,530 74	14,096 30		8,565 56
09-23-09	11-25-13	64	Advance Auto Parts	2,510 40	6,407 43		3,897 03
09-23-09	11-26-13	311	Advance Auto Parts	12,199 00	31,670 84		19,471 84
09-25-09	11-26-13	15	Advance Auto Parts	586 42	1,527 53		941 11
12-13-13	12-13-13	2,489	Darling International Inc	47,291 00	47,478 88	187 88	
07-07-10	12-19-13	57	Perrigo Co PLC	3,164 32	8,854 93		5,690 61
07-29-10	12-19-13	90	Perrigo Co PLC	4,969 74	13,981 46		9,011 72
07-21-10	12-19-13	170	Perrigo Co PLC	9,386 66	26,409 43		17,022 77
07-19-10	12-19-13	338	Perrigo Co PLC	18,654 79	52,508 17		33,853 38
07-30-10	12-19-13	31	Perrigo Co PLC	1,708 77	4,815 84		3,107 07
07-20-10	12-19-13	161	Perrigo Co PLC	8,869 94	25,011 28		16,141 34
TOTAL GAINS						187 88	679,339 25
TOTAL LOSSES						-3,314 92	-57,537 75
				920,398.26	**1,539,072.72**	**-3,127.04**	**621,801.50**

TOTAL REALIZED GAIN/LOSS 618,674 46

SHORT TERM	105,888	102,760
LONG TERM	814,511	1,436,313

1/14 $502,081 19 in s/h for client use only
Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Ordinary Income
10-09-12	01-03-13	1,000,000	US Treasury Bill	999,817 11	1,000,000 00	182 89
01-02-13	03-28-13	1,000,000	US Treasury Bill	999,901 00	1,000,000 00	99 00
03-26-13	06-27-13	1,850,000	US Treasury Bill	1,849,698 70	1,850,000 00	301 30
04-02-13	07-05-13	600,000	US Treasury Bill	599,928 50	600,000 00	71 50
07-03-13	09-26-13	600,000	US Treasury Bill	599,978 33	600,000 00	21 67
06-26-13	09-26-13	1,850,000	US Treasury Bill	1,849,795 56	1,850,000 00	204 44
				6,899,119.20	**6,900,000.00**	**880.80**

TOTAL ORDINARY INCOME FROM TREASURY BILLS 880 80

1/14 $502,081 19 in s/h for client use only
Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE ANDREWS FOUNDATION	FORM 990-PF PAGE 1	34-6515110

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	343.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	246.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		343.	5 YRS.	HY	SL	34.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	623.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

316251
12-19-13 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2013)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	**(b)** Date placed in service	**(c)** Business/ investment use percentage	**(d)** Cost or other basis	**(e)** Basis for depreciation (business/investment use only)	**(f)** Recovery period	**(g)** Method/ Convention	**(h)** Depreciation deduction	**(i)** Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		**(b)** Vehicle		**(c)** Vehicle		**(d)** Vehicle		**(e)** Vehicle		**(f)** Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	**(b)** Date amortization begins	**(c)** Amortizable amount	**(d)** Code section	**(e)** Amortization period or percentage	**(f)** Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report				**44**	

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

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).

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. THE ANDREWS FOUNDATION	Employer identification number (EIN) or 34-6515110
	Number, street, and room or suite no If a P O box, see instructions 3401 ENTERPRISE PARKWAY, NO. 340	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BEACHWOOD, OH 44122	

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 ▶ LAURA BAXTER-HEUER 3401 ENTERPRISE PKWY STE 340 - BEACHWOOD, OH 44122-7340

  Telephone No ▶ 216-751-2115 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 NOVEMBER 15, 2014

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

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 NEEDED TO GATHER THE INFORMATION NECCESSARY TO FILE A COMPLETE AND ACCURATE 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	$ 1,184.
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	$ 1,184.
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 ▶ PRESIDENT Date ▶

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