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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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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 LOUISE H & DAVID S INGALLS FDN		A Employer identification number 34-6516550
Number and street (or P.O. box number if mail is not delivered to street address) 20600 CHAGRIN BLVD SUITE 430	Room/suite	B Telephone number 216 921-6000
City or town, state or province, country, and ZIP or foreign postal code SHAKER HEIGHTS, 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) \$ 32,884,031.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

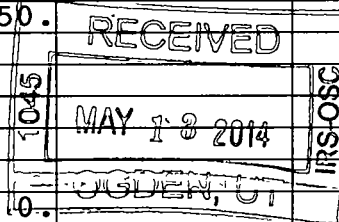
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, 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		452.	452.		STATEMENT 1
4 Dividends and interest from securities		694,020.	694,020.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,229,744.			
b Gross sales price for all assets on line 6a		1,330,817.			
7 Capital gain net income (from Part IV, line 2)			1,229,744.		
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		1,924,216.	1,924,216.		
13 Compensation of officers, directors, trustees, etc		25,000.	6,250.		18,750.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest		565.	0.		0.
18 Taxes STMT 3		75,493.	17,348.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		51,882.	12,970.		38,912.
24 Total operating and administrative expenses. Add lines 13 through 23		152,940.	36,568.		57,662.
25 Contributions, gifts, grants paid		1,705,500.			1,705,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,858,440.	36,568.		1,763,162.
27 Subtract line 26 from line 12		65,776.			
a Excess of revenue over expenses and disbursements			1,887,648.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED MAY 15 2014



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	1.		
	2 Savings and temporary cash investments	433,925.	434,457.	434,457.
	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 5	19,720,547.	19,796,049.	32,449,574.
	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 ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	20,154,473.	20,230,506.	32,884,031.
Liabilities	17 Accounts payable and accrued expenses	4,526.	14,785.	
	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)	4,526.	14,785.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	10,707,508.	10,707,508.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,442,439.	9,508,213.	
	30 Total net assets or fund balances	20,149,947.	20,215,721.	
	31 Total liabilities and net assets/fund balances	20,154,473.	20,230,506.	

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	20,149,947.
2 Enter amount from Part I, line 27a	2	65,776.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,215,723.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,215,721.

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			
b SEE ATTACHED STATEMENT			
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 1,330,817.		101,073.	1,229,744.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,229,744.

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	1,229,744.
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	1,602,209.	29,792,709.	.053779
2011	1,556,600.	29,335,549.	.053062
2010	1,414,103.	27,132,516.	.052118
2009	1,355,374.	25,905,040.	.052321
2008	1,732,901.	29,957,360.	.057846

2 Total of line 1, column (d)	2	.269126
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	.053825
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,462,278.
5 Multiply line 4 by line 3	5	1,747,282.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,876.
7 Add lines 5 and 6	7	1,766,158.
8 Enter qualifying distributions from Part XII, line 4	8	1,763,162.

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)		1	37,753.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.
3 Add lines 1 and 2		3	37,753.
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	37,753.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	66,400.	
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	66,400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	28,647.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	28,647.	Refunded

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 \$ 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.		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) 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

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ▶ N/A				
14	The books are in care of ▶ GARY LOMBARDO Telephone no ▶ 216-921-6000			
	Located at ▶ 20600 CHAGRIN BLVD STE 430, SHAKER HEIGHTS, OH ZIP+4 ▶ 44122			
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	
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		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?		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? If "Yes," list the years ▶	☐ Yes ☒ No	
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ 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

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?

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

5b

6b

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.

(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
SEE STATEMENT 6		25,000.	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

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	32,449,574.
b	Average of monthly cash balances	1b	507,053.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,956,627.
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	32,956,627.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	494,349.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,462,278.
6	Minimum investment return. Enter 5% of line 5	6	1,623,114.

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	1,623,114.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	37,753.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	37,753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,585,361.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,585,361.
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	1,585,361.

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	1,763,162.
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	1,763,162.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,763,162.

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				1,585,361.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	250,503.			
b From 2009	73,408.			
c From 2010	87,278.			
d From 2011	139,057.			
e From 2012	178,719.			
f Total of lines 3a through e	728,965.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,763,162.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,585,361.
e Remaining amount distributed out of corpus	177,801.			
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	906,766.			
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				0.
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	250,503.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	656,263.			
10 Analysis of line 9				
a Excess from 2009	73,408.			
b Excess from 2010	87,278.			
c Excess from 2011	139,057.			
d Excess from 2012	178,719.			
e Excess from 2013	177,801.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

Form 990-PF (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED		PC	SEE ATTACHED	1,705,500.
Total			3a	1,705,500.
b Approved for future payment				
NONE				
Total			3b	0.

THE LOUISE H & DAVID S INGALLS FDN

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	4950 SHRS. CHEVRON CORP	P	11/12/97	06/06/13
b	12600 SHRS. INTEL CORP.	P	10/31/00	11/05/13
c	2300 SHRS. IBM CORP.	P	10/31/00	11/05/13
d	33 CHEVRON CALL OPTIONS	P	05/03/13	09/19/13
e	49 CHEVRON CALL OPTIONS	P	05/09/13	09/19/13
f	50 PROCTER & GAMBLE CALL OPTIONS	P	09/22/12	01/22/13
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	598,090.		11,088.	587,002.
b	300,492.		54,561.	245,931.
c	408,552.		35,424.	373,128.
d	8,004.			8,004.
e	11,153.			11,153.
f	4,526.			4,526.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			587,002.
b			245,931.
c			373,128.
d			8,004.
e			11,153.
f			4,526.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,229,744.
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

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
HUNTINGTON BANK	452.	452.	
TOTAL TO PART I, LINE 3	452.	452.	

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
DIVIDENDS	693,790.	0.	693,790.	693,790.	
MUTUAL FUND DISTRIBUTION	230.	0.	230.	230.	
TO PART I, LINE 4	694,020.	0.	694,020.	694,020.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAX	200.	0.		0.
FOREIGN TAXES	17,348.	17,348.		0.
FEDERAL TAXES - 5/15/13	57,945.	0.		0.
TO FORM 990-PF, PG 1, LN 18	75,493.	17,348.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	9,403.	2,350.		7,053.	
OFFICE FEES	39,500.	9,875.		29,625.	
BROKER & BANK SERVICE CHARGES	896.	224.		672.	
ADMINISTRATIVE FEES	2,083.	521.		1,562.	
TO FORM 990-PF, PG 1, LN 23	51,882.	12,970.		38,912.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK	19,796,049.		32,449,574.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,796,049.		32,449,574.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA BROWN 20600 CHAGRIN BLVD. STE. 430 SHAKER HTS., OH 44122	PRESIDENT & TRUSTEE 6.00	25,000.	0.	0.
CAREN V. STURGES 20600 CHAGRIN BLVD. STE. 430 SHAKER HTS., OH 44122	VICE PRESIDENT 0.00	0.	0.	0.
WILLARD W. BROWN, JR. 20600 CHAGRIN BLVD. STE. 430 SHAKER HTS., OH 44122	RECORDING SECRETARY 0.00	0.	0.	0.
JOHN T. LAWRENCE, III 20600 CHAGRIN BLVD. STE. 430 SHAKER HTS., OH 44122	TREASURER & TRUSTEE 0.00	0.	0.	0.
GARY LOMBARDO 20600 CHAGRIN BLVD. STE. 430 SHAKER HTS., OH 44122	ASST. SECRETARY & ASST. TR 0.00	0.	0.	0.
JAMES R. BRIGHT 925 EUCLID AVE. STE. 2000 CLEVELAND, OH 44115	ASST. TREASURER & ASST. SE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

Name	Amount Paid	Type
American Academy of Bookbinding 117 North Willow St. PO Box 1590 Telluride, CO 81435	\$20,000.00	Education
Bigelow Laboratory for Ocean Science 60 Bigelow Dr., PO Box 380 East Boothbay, ME 04544	\$75,000.00	Health
Boys & Girls Clubs of Cleveland 6114 Broadway Ave Cleveland, OH 44127	\$5,000.00	Education
Cleveland Restoration Society 3751 Prospect Avenue Cleveland, OH 44115	\$10,000.00	Arts and Culture
Hawken School 5000 Clubside Rd. Lyndhurst, OH 44124	\$215,000.00	Education
The Hotchkiss School 11 Interlaken Rd. Lakeville, CT 06039-2141	\$10,000.00	Education
Laurel School One Lyman Circle Shaker Hts., OH 44122	\$15,000.00	Education
NAMI of Cleveland 2012 West 25 th Str. #800 Cleveland, OH 44113	\$5,000.00	Health
Nature CTR at Shaker Lakes 2600 South Park Blvd. Cleveland, OH 44120	\$10,000.00	Education
Recovery Resources 3950 Chester Ave Cleveland, OH 44114	\$5,000.00	Health
Resources First Foundation 189 Main Str. Yarmouth, ME 04096	\$5,000.00	Environment
The Children's Theater of Cincinnati 5020 Oaklawn Drive . Ste. 2000 Cincinnati, OH 45227	\$25,000.00	Arts & Culture
The Musical Theater Project 11820 Edgewater Dr. Ste 512 Lakewood, OH 44107	\$10,000.00	Education
Thomasville Antique Show Foundation PO Box 1633 Thomasville, GA 31799	\$50,000.00	Arts & Culture
Towards Employment 1255 Euclid Ave, Ste 300 Cleveland, OH 44115	\$10,000.00,	Education
TriState Warbird 4021 Borman Dr. Batavia, OH 45103	\$55,000.00	Education
Urban Community School 4909 Lorain Ave Cleveland, OH 44102	\$215,000.00	Education
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	\$50,000.00	Animal Related

Name	Amount Paid	Type
Archbold Foundation, Inc. 910 South Broad ST. Thomasville, GA 31792	\$100,000.00	Health
Boothbay Region Land and Trust 137 Townsend Ave., PO Box 183 Boothbay Harbor, ME 04538	\$50,000.00	Environment
Christodora One East 53 rd St., Suite 1401 New York, NY 10022	\$50,000.00	Education
Cleveland Foodbank 15500 South Waterloo Rd. Cleveland, OH 44110	10,000.00	Health
Cleveland Museum of Art 11150 East Blvd., University Circle Cleveland, OH 44106	\$40,000.00	Arts & Culture
Cleveland Zoological Society 3900 Wildlife Way Cleveland, OH 44109	\$60,000.00	Education
College of Mt. St. Joseph 5701 Delhi Rd. Cincinnati, OH 45233	\$25,00.00	Education
Community Assessment & Treatment Serv. Ctr 8411 Broadway Ave Cleveland, OH 44105	\$5,000.00	Education
Conservancy for Cuyahoga Valley Nat Park 1403 West Hines Hill Rd. Peninsula, OH 44264	\$10,000.00	Environmental
Downtown Cleveland Alliance 50 Public Square, Suite 825 Cleveland, OH 44113	\$10,000.00	Environmental
Fieldstone Farm Therapeutic Riding Center 16497 Snyder Rd. PO Box 23129 Chagrin Falls, OH 44023	\$10,000.00	Health
Georgia Campaign for Adolescent P&P 1718 Peachtree Str. NW, Suite 465 Atlanta, GA 30309	\$15,000.00	Education
KBUT Community Radio PO Box 308 Crested Butte, CO 81224	\$10,000.00	Education
Land Studio 1939 West 25 th St., Suite 200 Cleveland, OH 44113	\$10,000.00	Environmental
Linder Center of Hope 4075 Old Western Row Road Mason, OH 45040	\$100,000.00	Health
St. Martin DePorres HS 6111 Lausche Ave Cleveland, OH 44103	\$45,500.00	Education
St. Timothy School 8400 Greenspring Ave Stevenson, MD 21153	\$25,000.00	Education

The Cleveland Orchestra Severance Hall, 11001 Euclid Ave Cleveland, OH 44106	\$100,000.00	Arts & Culture
Vall Mountain School 3000 Booth Falls, Rd. Vall, CO 81657	\$185,000.00	Education
Vocational Guidance Services 2239 East 55 th Str. Cleveland, OH 44103	\$5,000.00	Education
Tall Timbers 13093 Henry Beadel Dr. Tallahassee, FL 32312	\$50,000.00	Environmental

Total

\$1,705,500.00
