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Form 990-PF

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 instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE SK WELLMAN FOUNDATION		A Employer identification number 34-6520032
% LAURENCE BARTELL		B Telephone number (see instructions) (216) 621-1180
Number and street (or P O box number if mail is not delivered to street address) 1801 EAST 9TH STREET Suite 920		C If exemption application is pending, check here ► <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44114		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,740,092	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (attach schedule)		0			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.		94,066	94,066	94,066	
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		126,251			
b Gross sales price for all assets on line 6a 1,567,381					
7 Capital gain net income (from Part IV, line 2)			126,251		
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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		220,317	220,317	94,066	
13 Compensation of officers, directors, trustees, etc		40,500			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		43,225	21,612	0	21,613
c Other professional fees (attach schedule)		33,859	16,930		16,929
17 Interest					
18 Taxes (attach schedule) (see instructions)		1,410	1,410	1,410	
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		200			200
24 Total operating and administrative expenses.		119,194	39,952	1,410	38,742
Add lines 13 through 23		510,000			510,000
25 Contributions, gifts, grants paid.		629,194	39,952	1,410	548,742
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12		-408,877			
a Excess of revenue over expenses and disbursements			180,365		
b Net investment income (if negative, enter -0-)				92,656	
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments	226,989	42,621	42,621	
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)	2,876,131	2,317,820	3,379,102	
c	Investments—corporate bonds (attach schedule)	983,616	1,328,111	1,318,369	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)	10,693	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,097,429	3,688,552	4,740,092	
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)	0			
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg , and equipment fund				
	Retained earnings, accumulated income, endowment, or other funds	4,097,429	3,688,552		
31	Total net assets or fund balances (see page 17 of the instructions)	4,097,429	3,688,552		
	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,097,429	3,688,552		

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,097,429
2	Enter amount from Part I, line 27a	2	-408,877
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,688,552
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,688,552

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)
1 a	KEYBANK CG DISTRIBUTIONS	P	2012-01-01	2013-12-31
b	KEYBANK SALES	P	2012-04-16	2013-01-07
c	KEYBANK SALES	P	2012-04-16	2013-12-27
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	17,296		0	17,296
b	129,232		127,081	2,151
c	1,420,853		1,314,049	106,804
d				
e				
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) 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		
a				17,296
b				2,151
c				106,804
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 126,251
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	540,178	4,704,168	0 11483
2011	607,882	5,218,429	0 116488
2010	538,702	5,312,390	0 101405
2009	480,072	4,968,337	0 096626
2008	641,387	6,153,180	0 104237
2			2 0 533586
3			3 0 106717
4			4 4,644,369
5			5 495,633
6			6 1,804
7			7 497,437
8			8 548,742

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,804
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
2	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	
3	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	1,804
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,804
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,263
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	2,263
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	459
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 459 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	No
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?	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13		No

Website address ►

14 The books are in care of ►LAURENCE BARTELL Telephone no ►(216) 621-1180
 Located at ►1801 EAST 9TH STREET 920 CLEVELAND OH ZIP +4 ►44114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► and enter the amount of tax-exempt interest received or accrued during the year. ► 15

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
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	No
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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) ►	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4a	No
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	No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here. ►				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EMILY ZEIDERS 206 THIRD STREET BOILING SPRINGS, PA 17007	TRUSTEE 1 0	1,500	0	0
JOSHUA K PRYOR 1129 FOLSOM STREET SAN FRANCISCO, CA 94103	TRUSTEE 1 0	1,500	0	0
ETHEL PEARSON PO BOX 32554 EUCLID, OH 44132	SECRETARY 24 0	36,000	0	0
SUZANNE W ERIKSON 2972 FULLER MOUNTAIN RD NORTH FERRISBURGH, VT 05473	TRUSTEE 1 0	1,500	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				►

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

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

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 THE FOUNDATION'S CHARITABLE ACTIVITY IS TO PROVIDE GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS DURING 2013 THE FOUNDATION MADE GRANTS TO 78 ORGANIZATIONS

2

3

4

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

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

Amount

1 NOT APPLICABLE

2

All other program-related investments. See page 24 of the instructions.

3

1

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 4,603,443
b	Average of monthly cash balances.	1b 111,652
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 4,715,095
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 4,715,095
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 70,726
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 4,644,369
6	Minimum investment return. Enter 5% of line 5.	6 232,218

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.	1 232,218
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 1,804
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 1,804
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 230,414
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 230,414
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 230,414

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 548,742
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 548,742
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5 1,804
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 546,938

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				230,414
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.		0		
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	340,464			
b From 2009.	232,679			
c From 2010.	276,048			
d From 2011.	355,617			
e From 2012.	309,244			
f Total of lines 3a through e.	1,514,052			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 548,742			0	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				230,414
e Remaining amount distributed out of corpus	318,328			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	1,832,380			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.			0	
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				0
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	340,464			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	1,491,916			
10 Analysis of line 9				
a Excess from 2009.	232,679			
b Excess from 2010.	276,048			
c Excess from 2011.	355,617			
d Excess from 2012.	309,244			
e Excess from 2013.	318,328			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization 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

LAURENCE A BARTELL
1801 EAST 9TH STREET 920
CLEVELAND, OH 44114
(216) 621-1180
LARRY@SBWFLTD.COM

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

NONE REQUIRED

c Any submission deadlines

DECEMBER 31

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

GRANTS ARE LIMITED TO PUBLIC CHARITIES FOR EDUCATIONAL OR CHARITABLE PURPOSES

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	510,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments.					14	
4 Dividends and interest from securities.					18	94,066
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	126,251
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).						220,317
13 Total. Add line 12, columns (b), (d), and (e).					13	220,317

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD HIGHLAND HILLS, OH 44128	NONE	PC	EDUCATIONAL SERVICES TO NEEDY CHILDREN	8,000
ALZHEIMERS ASSOCIATION 23215 COMMERCE PARK DRIVE BEACHWOOD, OH 44122	NONE	PC	MEDICAL RESEARCH	10,000
AMERICAN HEART ASSOCIATION 1689 EAST 115TH ST CLEVELAND, OH 44106	NONE	PC	MEDICAL RESEARCH	20,000
AMERICAN RED CROSS 3747 EUCLID AVE CLEVELAND, OH 44115	NONE	PC	AID TO NEEDY	8,000
ANIMAL PROTECTIVE LEAGUE OF CLEVELAND 1729 WILLEY AVE CLEVELAND, OH 44113	NONE	PC	ANIMAL CARE SERVICES	10,000
BELLEFAIRE 22001 FAIRMOUNT BLVD CLEVELAND HTS, OH 44118	NONE	PC	AID TO NEEDY	15,000
BIG BROTHERS & BIG SISTERS 1422 EUCLID AVE CLEVELAND, OH 44115	NONE	PC	AID TO CHILDREN	1,000
BLUECOATS 925 EUCLID AVE CLEVELAND, OH 44115	NONE	PC	POLICE SUPPORT ORGANIZATION	1,000
BOYS & GIRLS CLUBS 6114 BROADWAY AVE CLEVELAND, OH 44127	NONE	PC	AID TO NEEDY CHILDREN	8,000
CAMP HO MITA CODA 3601 SOUTH GREEN ROAD 100 CLEVELAND, OH 44122	NONE	PC	AID TO NEEDY CHILDREN	5,000
ARC OF GREATER CLEVELAND 2421 COMMUNITY COLLEGE BLVD CLEVELAND, OH 44115	NONE	PC	SCHOLARSHIP	1,000
CENTRAL SCHOOL OF PRACTICAL NURSING 4600 CARNEGIE AVE CLEVELAND, OH 44103	NONE	PC	SCHOLARSHIP SUPPORT	10,000
AIDS TASKFORCE OF GREATER CLEVELAND 4600 PROSPECT AVE CLEVELAND, OH 44103	NONE	PC	MEDICAL RESEARCH	1,000
CLEVELAND BOTANICAL GARDEN 11030 EAST BLVD CLEVELAND, OH 44106	NONE	PC	EDUCATIONAL PROGRAMS	5,000
CLEVELAND EYE BANK 11100 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	MEDICAL RESEARCH	1,000
Total			► 3a	510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CLEVELAND FOODBANK 15500 SOUTH WATERLOO RD CLEVELAND, OH 44194	NONE	PC	FOOD FOR NEEDY	20,000
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	EDUCATIONAL PROGRAMS	6,000
CLEVELAND INSTITUTE OF ART 11141 EAST BLVD CLEVELAND, OH 44106	NONE	PC	SCHOLARSHIP	1,000
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BLVD CLEVELAND, OH 44106	NONE	PC	SCHOLARSHIP	6,000
AKRON CHILDREN'S HOSPITAL 215 WEST BOWERY STREET AKRON, OH 44308	NONE	PC	MEDICAL RESEARCH	2,000
CLEVELAND MUSEUM OF NATURAL HISTORY ONE WADE OVAL DRIVE CLEVELAND, OH 44106	NONE	PC	HISTORICAL PRESERVATION	7,000
CLEVELAND MUSIC SCHOOL SETTLEMENT 11025 MAGNOLIA DRIVE CLEVELAND, OH 44106	NONE	PC	SCHOLARSHIP	8,000
CLEVELAND ORCHESTRA 11001 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	PREFORMING ARTS	8,000
CLEVELAND PLAYHOUSE 8500 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	PERFORMING ARTS	5,000
BOYS HOPE GIRLS HOPE 9619 GARFIELD BLVD CLEVELAND, OH 44125	NONE	PC	AID TO NEEDY CHILDREN	2,000
CLEVELAND SIGHT CENTER 1909 EAST 101 ST CLEVELAND, OH 44106	NONE	PC	AID TO THE BLIND	5,000
ARTHRITIS FOUNDATION 4630 RICHMOND ROAD CLEVELAND, OH 44128	NONE	PC	MEDICAL RESEARCH	1,000
CLEVELAND KIDS IN NEED 3631 PERKINS AVE CLEVELAND, OH 44114	NONE	PC	AID TO NEEDY	8,000
CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109	NONE	PC	EDUCATIONAL PROGRAMS	1,000
CORNUCOPIA 18120 SLOANE AVE LAKEWOOD, OH 44107	NONE	PC	AID TO NEEDY	5,000
Total				510,000
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SUICIDE PREVENTION EDUCATION ALLIANCE 29425 CHAGRIN BLVD 306 CLEVELAND, OH 44122	NONE	PC	EDUCATIONAL PROGRAMS	6,000
ELIZA BRYANT VILLAGE 7201 WADE PARK AVE CLEVELAND, OH 44103	NONE	PC	AID TO NEEDY	5,000
THE FOUNDATION CENTER 1422 EUCLID AVE 1600 CLEVELAND, OH 44115	NONE	PC	FOUNDATION SUPPORT	1,000
FRANCES PAYNE BOLTON SCHOOL OF NURSING 10900 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	SCHOLARSHIP	1,500
FREE MEDICAL CLINIC 12201 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	MEDICAL CARE TO NEEDY	23,000
CANINE COMPANIONS 4989 STATE ROUTE 37 EAST DELAWARE, OH 43105	NONE	PC	COMPANION DOGS FOR THE INFIRMED	12,000
GREAT LAKES SCIENCE MUSEUM 601 ERIESIDE AVE CLEVELAND, OH 44114	NONE	PC	HISTORICAL PRESERVATION	6,000
HANNA PERKINS CENTER 19910 MALVERN RD SHAKER HTS, OH 44122	NONE	PC	AID TO NEEDY	1,000
HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022	NONE	PC	SHELTER FOR NEEDY	5,000
HOLDEN ARBORETUM 9500 SPERRY RD KIRTLAND, OH 44094	NONE	PC	LAND PRESERVATION	1,000
CLEVELAND CHILDREN'S MUSEUM 10730 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	EDUCATIONAL PROGRAMS	1,000
MALACHI HOUSE 2810 CLINTON AVE CLEVELAND, OH 44103	NONE	PC	AID TO NEEDY	10,000
RESCUE VILLAGE PO BOX 116 NOVELTY, OH 440720116	NONE	PC	AID TO NEEDY	5,000
NORTHERN OHIO CHILDREN'S PERFORMING MUSIC FOUND 3615 EUCLID AVE CLEVELAND, OH 44115	NONE	PC	PERFORMING ARTS	1,000
OHIO STATE UNIVERSITY - URBAN GARDENING 9127 MILES AVE CLEVELAND, OH 44105	NONE	PC	SCHOLARSHIP	1,000
Total				510,000
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COLLEGE NOW 50 PUBLIC SQUARE CLEVELAND, OH 44113	NONE	PC	EDUCATIONAL SUPPORT	12,000
CUYAHOGA COMMUNITY COLLEGE 700 CARNEGIE AVE CLEVELAND, OH 44115	NONE	PC	SCHOLARSHIPS	5,000
PLANNED PARENTHOOD 206 EAST STATE ST COLUMBUS, OH 43215	NONE	PC	EDUCATIONAL PROGRAMS	10,000
CLEVELAND POLICE ATHLETIC LEAGUE 1300 ONTARIO ST CLEVELAND, OH 44113	NONE	PC	POLICE AID TO CHILDREN	1,000
RAINBOW BABIES & CHILDREN'S HOSPITAL 11100 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	MEDICAL RESEARCH	20,000
SALVATION ARMY OF CLEVELAND 2507 EAST 22ND STREET CLEVELAND, OH 44115	NONE	PC	AID TO NEEDY	25,000
HOPEWELL 637 STATE ROUTE 534 MESOPOTAMIA, OH 44439	NONE	PC	AID TO NEEDY	1,000
SHOES AND COATS FOR KIDS 3311 PERKINS AVE 205 CLEVELAND, OH 44114	NONE	PC	AID TO NEEDY CHILDREN	1,000
LIVING MIRACLES 1502 WEST 117TH ST CLEVELAND, OH 44107	NONE	PC	ANIMAL CARE	2,000
THERAPEUTIC RIDING CENTER 16497 SNYDER RD CHAGRIN FALLS, OH 44023	NONE	PC	RIDING THERAPY	15,000
UNITED CEREBRAL PALSY 10011 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	MEDICAL RESEARCH	5,000
HAPPY TRAILS 5623 NEW MILFORD RD RAVENNA, OH 44266	NONE	PC	ANIMAL SANCTUARY	5,000
VISITING NURSE ASSOCIATION 2500 EAST 22ND ST CLEVELAND, OH 44115	NONE	PC	AID TO NEEDY	15,000
VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH ST CLEVELAND, OH 44103	NONE	PC	EDUCATIONAL SUPPORT	6,000
VOLUNTEERS OF AMERICA 8225 BRECKSVILLE RD CLEVELAND, OH 44141	NONE	PC	AID TO NEEDY	10,000
Total			► 3a	510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CLEVELAND METROPARKS 4101 FULTON PARKWAY CLEVELAND, OH 44140	NONE	PC	AID TO MOUNTED POLICE	7,500
DOMESTIC VIOLENCE CENTER PO BOX 5466 CLEVELAND, OH 44101	NONE	PC	AID TO ABUSED WOMEN	10,000
THE GATHERING PLACE 23300 COMMERCE PARK DRIVE CLEVELAND, OH 44122	NONE	PC	AID TO CANCER VICTIMS	5,000
HALE FARM & VILLAGE 10825 EAST BLVD CLEVELAND, OH 44106	NONE	PC	HISTORICAL PRESERVATION	4,000
HATTIE LARLHAM FOUNDATION 7996 DARROW ROAD TWINSBURG, OH 44087	NONE	PC	EDUCATIONAL SUPPORT	6,000
HOSPICE OF THE WESTERN RESERVE 300 EAST 185TH STREET CLEVELAND, OH 44119	NONE	PC	AID TO THE DYING	12,000
INVENT NOW 3101 HIGHLAND PARK NORTH CANTON, OH 44720	NONE	PC	SUPPORT FOR RESEARCH	4,000
CUYAHOGA VALLEY SOIL & CONSERVATION DISTRICT 6100 WEST CANAL RD VALLEY VIEW, OH 44125	NONE	PC	HISTORICAL PRESERVATION	5,000
FRIENDS OF THE CLEVELAND SCHOOL OF THE ARTS PO BOX 18265 CLEVELAND, OH 44118		PC	EDUCATIONAL SUPPORT	5,000
YOUTH OPPORTUNITIES UNLIMITED 1361 EUCLID AVE CLEVELAND, OH 44115	NONE	PC	AID TO NEEDY CHILDREN	6,000
PROVIDENCE HOUSE 2037 WEST 32ND STREET CLEVELAND, OH 44113	NONE	PC	AID TO NEEDY	10,000
WVIZIDEASTREAM 1375 EUCLID AVE CLEVELAND, OH 44115	NONE	PC	PUBLIC TV SUPPORT	5,000
YMCA OF GREATER CLEVELAND 2200 PROSPECT AVE CLEVELAND, OH 44115	NONE	PC	AID TO NEEDY	1,000
ESPERANZA 3104 WEST 25TH STREET CLEVELAND, OH 44109	NONE	PC	CULTURAL DIVERSITY	4,000
THE FISHING FOUNDATION 129 THE MALL BEREA, OH 44017	NONE	PC	CONSERVATION	4,000
Total			► 3a	510,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LUTHERAN METROPOLITAN MINISTRY 4515 SUPERIOR AVE CLEVELAND, OH 44103	NONE	PC	RELIGIOUS SUPPORT	10,000
MEDWORKS 19910 MALVERN ROAD SHAKER HTS, OH 44122	NONE	PC	MEDICAL AID TO POOR	5,000
ST MARTIN DE PORRES HIGH SCHOOL 6111 LAUSCHE AVE CLEVELAND, OH 44103	NONE	PC	EDUCATIONAL SUPPORT	5,000
Total			► 3a	510,000

TY 2013 Accounting Fees Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	43,225	21,612		21,613

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2013 Investments Corporate Bonds Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN FUND	280,565	276,130
OPPENHEIMER FLOATING RATE FUND	92,124	92,998
TEMPLETON TOTAL BOND FUND	174,568	172,244
ISHARES BARCLAYS BOND FUND	80,025	80,910
ISHARES IBOXX BOND FUND	177,748	179,846
ISHARES BARCLAYS MBS BOND FUND	264,369	258,811
ISHARES 3-7 TREASURY BOND FUND	36,704	36,009
ISHARES 10 TREASURY BOND FUND	0	0
ISHARES 10+ CREDIT BOND FUND	70,659	66,006
JOHN HANCOCK OPEN-END FUND	131,925	135,377
ISHARES S&P/CITIGROUP	19,424	20,038

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES MSCI PACIFIC FUND	0	0
ISHARES MSCI CANADA FUND	0	0
CONOCOPHILLIPS	42,070	52,987
NEUBERGER BERMAN EM FUND	301,552	300,501
ACCENTURE PLC	27,775	41,110
ISHARES RUSSELL 2000 FUND	105,668	259,560
XL GROUP	29,435	42,984
BANK OF NOVA SCOTIA	0	0
ISHARES MSCI EAFE FUND	51,017	67,095
ISHARES RUSSELL MIDCAP FUND	203,082	412,445
LKCM SMALL EQUITY FUND	58,596	72,138
VANGUARD EMERGING MARKETS FUND	156,385	159,418
KRAFT FOODS	15,301	23,343
JOHN HANCOCK III DISC FUND	57,266	87,103
HARBOR INTERNATIONAL FUND	56,785	74,137
WALT DISNEY	14,939	40,110
APPLE, INC.	18,472	84,153
JP MORGAN CHASE	21,533	38,012
METLIFE	26,366	32,352
PRINCETON FUTURE FUND	139,303	130,761
ASTON/FAIRPOINTE MIDCAP FUND	85,000	110,309
THERMO FISHER	14,717	50,108
CHEVRON	45,698	56,209
AT&T	24,552	28,128
VERIZON	28,147	36,855
ORACLE	16,456	30,608
CINCINNATI FINANCIAL	11,181	15,711
ENERGEN	19,839	30,069
AMAZON	8,109	39,879
EXPRESS SCRIPTS	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN WATERWORKS	22,890	31,695
FAMILY DOLLAR STORES	0	0
COCA COLA	43,988	57,834
GLAXOSMITHKLINE	0	0
INTEL	38,381	35,039
JOHNSON & JOHNSON	28,849	41,216
MICROSOFT	28,777	34,604
MONDELEZ INTL	0	0
PFIZER	29,781	41,351
PHILLIPS 66	15,291	36,637
PRAXAIR	22,606	26,006
DIRECTV	0	0
PSEG	0	0
RAYTHEON	0	0
GOOGLE	24,702	67,243
REPUBLIC SERVICES	32,329	34,860
BARRICK GOLD	0	0
CELGENE CORP	10,723	33,794
COSTCO WHOLESALE	25,323	35,706
DIGITAL REALTY	0	0
STARBUCKS	35,772	47,034
EMC CORP	38,089	35,210
UPS	35,861	47,286
TEVA PHARMACEUTICAL	0	0
UNITED TECHNOLOGIES	37,855	73,970
HJ HEINZ	0	0
INTERCONTINENTALEXCHANGE	0	0
MCCORMICK	19,020	27,568
MCDONALDS	17,966	19,406
MCKESSON CORP	19,835	40,350

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEXTERA ENERGY	0	0
NIKE	18,476	31,456
NOVARTIS	11,586	16,076
OCCIDENTAL PETROLEUM	40,972	38,040
T ROWE PRICE	26,715	41,885
PRICELINE	18,559	40,684
PROCTER & GAMBLE	44,367	54,952
QUALCOMM	32,568	44,550
ROYAL BANK OF CANADA	0	0
HENRY SCHEIN	17,295	28,565
SUNCOR ENERGY	0	0

TY 2013 Investments - Land Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

TY 2013 Land, Etc. Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

TY 2013 Other Assets Schedule

Name: THE SK WELLMAN FOUNDATION**EIN:** 34-6520032

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	10,693	0	0

TY 2013 Other Expenses Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO FEE	200			200

TY 2013 Other Professional Fees Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK TRUSTEE/CUSTODIAL FEES	33,859	16,930		16,929

TY 2013 Taxes Schedule

Name: THE SK WELLMAN FOUNDATION**EIN:** 34-6520032

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,410	1,410	1,410	