ENVELOPE POSTMARK DATE AUG 0 6 2014

SCANNED AUG 1 4 2014

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 , 2013, and ending , 20

Name of foundation: THE SEARS-SWETLAND FAMILY FOUNDATION

A Employer identification number: 34-6522143

Number and street (or P O box number if mail is not delivered to street address): 13003 LAKESHORE BOULEVARD

Room/suite:

B Telephone number (see instructions): (216) 932-2745

City or town, state or province, country, and ZIP or foreign postal code: BRATENAHL, OH 44108

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: [X] 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) ▶ $ 4,751,614.

J Accounting method: [X] 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) (see instructions).)*

		(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 (attach schedule)	911,002.	ATCH 1		
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,382.	25,382.		ATCH 2
	4 Dividends and interest from securities	58,864.	58,864.		ATCH 3
	5a Gross rents	28,069.	28,069.		
	b Net rental income or (loss) -16,411.				
	6a Net gain or (loss) from sale of assets not on line 10	134,738.			
	b Gross sales price for all assets on line 6a 1,353,199.				
	7 Capital gain net income (from Part IV, line 2)		134,738.		
	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) ATCH 4	1,681.	198.		
	12 **Total.** Add lines 1 through 11	1,159,736.	247,251.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,000.	1,500.		8,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 5	3,500.	525.		2,975.
	c Other professional fees (attach schedule) *	16,664.	16,664.		
	17 Interest AUG 1 2 2014				
	18 Taxes (attach schedule) (see instructions) ATCH 7	3,542.	972.		
	19 Depreciation (attach schedule) and depletion	1,186.			
	20 Occupancy	1,975.			1,975.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	46,026.	252.		2,480.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	82,893.	19,913.		15,930.
	25 Contributions, gifts, grants paid	198,000.			198,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	280,893.	19,913.	0	213,930.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	878,843.			
	b **Net investment income** (if negative, enter -0-)		227,338.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	94,679.	26,079.	26,079.
	2 Savings and temporary cash investments	341,148.	491,490.	491,490.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	2,466,513.	3,181,127.	4,107,045.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ 41,073.			ATCH 10
	Less accumulated depreciation (attach schedule) ▶ 2,630.	39,629.	38,443.	27,000.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 11)		100,000.	100,000.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,941,969.	3,837,139.	4,751,614.
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	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,941,969.	3,837,139.	
	30 Total net assets or fund balances (see instructions)	2,941,969.	3,837,139.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,941,969.	3,837,139.	

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	2,941,969.
2	Enter amount from Part I, line 27a	2	878,843.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	16,327.
4	Add lines 1, 2, and 3	4	3,837,139.
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	3,837,139.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	134,738.
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	0

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	176,222.	3,243,065.	0.054338
2011	350,648.	3,122,610.	0.112293
2010	167,756.	2,974,733.	0.056394
2009	164,860.	2,708,210.	0.060874
2008	177,187.	3,344,058.	0.052986

2	**Total** of line 1, column (d)	2	0.336885
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.067377
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,012,953.
5	Multiply line 4 by line 3	5	270,381.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,273.
7	Add lines 5 and 6	7	272,654.
8	Enter qualifying distributions from Part XII, line 4	8	313,930.

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 ▶ [X] and enter 1% of Part I, line 27b	1	2,273.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,273.
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	2,273.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,145.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,640.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,785.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	26.
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	3,486.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,486. **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)?	1b		X
	*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*			
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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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?	4b	X	
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

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 ▶ RUTH SWETLAND EPPIG Telephone no ▶ 216-932-3051
Located at ▶ 13003 LAKESHORE BLVD. BRATENAHL, OH ZIP+4 ▶ 44108

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

			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)		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)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		10,000.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

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 NO DIRECT ACTIVE CONDUCT OF CHARITABLE ACTIVITIES	
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 CLEVELAND BOTANICAL GARDEN LOAN MADE FOR THE EXPRESS PURPOSE OF FURTHERING THE CHARITABLE AND EDUCATIONAL PURPOSES OF THE BORROWER AT LESS THAN THE PREVAILING RATE OF INTEREST	100,000.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	100,000.

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	3,851,300.
b	Average of monthly cash balances	1b	195,764.
c	Fair market value of all other assets (see instructions)	1c	27,000.
d	**Total** (add lines 1a, b, and c)	1d	4,074,064.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,074,064.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	61,111.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,012,953.
6	**Minimum investment return.** Enter 5% of line 5	6	200,648.

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	200,648.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,273.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,273.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	198,375.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	198,375.
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	198,375.

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	213,930.
b	Program-related investments - total from Part IX-B	1b	100,000.
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	313,930.
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	2,273.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	311,657.

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				198,375.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ...... 18,712.				
b	From 2009 ...... 31,615.				
c	From 2010 ...... 21,049.				
d	From 2011 ...... 196,131.				
e	From 2012 ...... 16,887.				
f	**Total** of lines 3a through e	284,394.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 313,930.				
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				198,375.
e	Remaining amount distributed out of corpus	115,555.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	399,949.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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)	18,712.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	381,237.			
10	Analysis of line 9				
a	Excess from 2009 ... 31,615.				
b	Excess from 2010 ... 21,049.				
c	Excess from 2011 ... 196,131.				
d	Excess from 2012 ... 16,887.				
e	Excess from 2013 ... 115,555.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 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
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 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))

DAVID W. SWETLAND

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

N/A

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

CONTACT THE SEARS-SWETLAND FAMILY FOUNDATION FOR GRANT APPLICATION

c Any submission deadlines.

CONTACT THE SEARS-SWETLAND FAMILY FOUNDATION FOR GRANT APPLICATION

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

CONTACT THE SEARS-SWETLAND FAMILY FOUNDATION FOR GRANT APPLICATION

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 STATEMENT	NONE	PC	CHARITABLE	198,000.
Total ▶ **3a**				198,000.
b *Approved for future payment*				
Total ▶ **3b**				

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 (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	25,382.	
4 Dividends and interest from securities			14	58,864.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-16,411.	
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	134,738.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PTP INCOME	900099	1,483.	14	198.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,483.		202,771.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 204,254.

(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). (See instructions.)

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		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

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

Ruth Swetland Spoig | 8/5/14 | president

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KB Cooney CPA	KB Cooney CPA	JUL 3 0 2014		P00285983
Firm's name ▶ MEADEN & MOORE, LTD.			Firm's EIN ▶ 34-1818258	
Firm's address ▶ 1100 SUPERIOR AVE, STE 1100 CLEVELAND, OH 44114			Phone no 216-241-3272	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE SEARS-SWETLAND FAMILY FOUNDATION	34-6522143

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(3) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE SEARS-SWETLAND FAMILY FOUNDATION

Employer identification number 34-6522143

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF DAVID W SWETLAND 244 FAIRVIEW ROAD PALM BEACH, FL 33480	$ 911,002.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE SEARS-SWETLAND FAMILY FOUNDATION	Employer identification number 34-6522143

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2500 S LIBERTY BANK STK	$ 25,000.	12/03/2013
		$	
		$	
		$	
		$	
		$	

Name of organization THE SEARS-SWETLAND FAMILY FOUNDATION

Employer identification number 34-6522143

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		HUNTINGTON CAPITAL TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,172,947.		1,046,826.					126,121.	
		HUNTINGTON AND FIDELITY CAPITAL GAIN DIV PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,270.							1,270.	
		PASS THROUGH FROM K-1S PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
-302.							-302.	
		FIDELITY CAPITAL TRANSACTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
180,252.		172,603.					7,649.	
TOTAL GAIN(LOSS)							134,738.	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ESTATE OF DAVID W SWETLAND 244 FAIRVIEW ROAD PALM BEACH, FL 33480	5/8; 12/3	911,002.
TOTAL CONTRIBUTION AMOUNTS		911,002.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON CAPITAL	19,459.	19,459.
HUNTINGTON OID	5,720.	5,720.
PASS THRU LP INTERESTS	182.	182.
FIDELITY	21.	21.
TOTAL	25,382.	25,382.

ATTACHMENT 3

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON CAPITAL	49,799.	49,799.
PASS THRU LP INTERESTS	213.	213.
FIDELITY ACCOUNTS	8,852.	8,852.
TOTAL	58,864.	58,864.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
THE SEARS-SWETLAND FAMILY FOUNDATION	34-6522143

DESCRIPTION OF PROPERTY

MORELAND COURTS CONDOMINIUM

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY:			
REAL RENTAL INCOME			
OTHER INCOME:			
RENTAL INCOME		28,069.	
TOTAL GROSS INCOME			28,069.
OTHER EXPENSES:			
SEE ATTACHMENT			
DEPRECIATION (SHOWN BELOW)	1,186.		
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			44,480.
TOTAL RENT OR ROYALTY INCOME (LOSS)			-16,411.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			-16,411.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE ATTACHMENT									
Totals									

JSA

3E7000 1 000

MK6638 5744 0214

THE SEARS-SWETLAND FAMILY FOUNDATION 34-6522143

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME	28,069.
	28,069.

OTHER DEDUCTIONS

INSURANCE	1,121.
REPAIRS	1,438.
TAXES	3,846.
CONDOMINIUM FEES	36,889.
	43,294.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
MORELAND COURTS COND	28,069.	1,186.	43,294.	-16,411.
TOTALS	28,069.	1,186.	43,294.	-16,411.

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PTP OTHER INVESTMENT INCOME	198.	198.
PTP UNRELATED BUSINESS INCOME	1,483.	
TOTALS	1,681.	198.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	525.		2,975.
TOTALS	3,500.	525.		2,975.

THE SEARS-SWETLAND FAMILY FOUNDATION 34-6522143

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	16,664.	16,664.
TOTALS	16,664.	16,664.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	972.	972.
NET INVESTMENT INCOME TAX PAID	2,570.	
TOTALS	3,542.	972.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	43,294.		
BANK FEES	63.	63.	
MEMBERSHIP DUES & CONFERENCES	2,280.		2,280.
OHIO FILING FEES	200.		200.
PASS THROUGH K-1 EXPENSES	189.	189.	
TOTALS	46,026.	252.	2,480.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STOCKS, BONDS, SECURITIES	3,156,127.	4,082,045.
LIBERTY BANK STOCK - 2500 S	25,000.	25,000.
TOTALS	3,181,127.	4,107,045.

The Sears Swetland Family Foundation
Form 990-PF, Part II, Line 10b detail:

Huntington Natl Bank Corporate Bond cost: 17,808 fair value: 20,031

Fidelity acct 9644

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
Stocks 83% of holdings				
AT&T INC COM (T)	1,500 000	$35 160	$44,009 40	$52,740 00
EAI $2,760 00, EY 5 23%				
ABBVIE INC COM USD0 01 (ABBV)	1,000 000	52 810	44,368 60	52,810 00
EAI $1,600 00, EY 3 03%				
APPLIED INDUSTRIAL TECH (AIT)	325 000	49 090	10,690 87	15,954 25
EAI $299 00 EY 1 87%				
ARES CAPITAL CORP COM STK USD0 001 (ARCC)	2,050 000	17 770	36,610 41	36,428 50
BLACKROCK INC (BLK)	250 000	316 470	70,728 58	79,117 50
EAI $1,680 00, EY 2 12%				
BOEING CO (BA)	400 000	136 490	25,394 24	54,596 00
EAI $1,168 00 EY 2 14%				
C S X CORP (CSX)	1,500 000	28 770	32,078 95	43,155 00
EAI $900 00, EY 2 09%				
CATERPILLAR INC (CAT)	250 000	90 810	20,756 58	22,702 50
EAI $600 00, EY 2 64%				
CEDAR FAIR L P DEP UNIT (FUN)	1,550 000	49 580	43,345 75	76,849 00
CHEVRON CORP NEW (CVX)	400 000	124 910	36,335 08	49,964 00
EAI $1,600 00, EY 3 20%				
CHURCH & DWIGHT INC (CHD)	1,200 000	66 280	66,512 07	79,536 00
EAI $1,344 00 EY 1 69%				
CLAYMORE EXCHANGE- TRADED FD TR	3,350 000	26 780	90,428 17	89,713 00
GUGGENHEIM BULLETSHARES 2015 HIGH YIELD CORP BD ETF (BSJF)				
GUGGENHEIM BULLETSHARES 2017	1,709 000	22 660	38,789 45	38,725 94
CORPORATE BOND (BSCH)				
GUGGENHEIM BULLETSHARES 2016	1,060 000	22 290	23,693 31	23,627 40
CORPORATE BOND (BSCG)				
GUGGENHEIM BULLETSHARES 2015	907 000	21 880	19,934 28	19,845 16
CORPORATE BOND (BSCF)				
CLEARBRIDGE ENERGY MLP FUND INC COM	1,400 000	27 220	38,085 32	38,108 00
USD0 001 (CEM)				
DISNEY WALT CO (DIS)	1,250 000	76 400	45,607 88	95,500 00
EAI $1,075 00, EY 1 13%				
DOMINION RESOURCES INC VA NEW (D)	500 000	64 690	26,920 00	32,345 00
EAI $1,125 00, EY 3 48%				
ECOLAB INC (ECL)	500 000	104 270	21,775 00	52,135 00
EAI $550 00, EY 1 05%				
EXPRESS SCRIPTS HLDG CO COM (ESRX)	587 000	70 240	33,173 75	41,230 88
GENESEE AND WYOMING INC INC CL A (GWR)	400 000	96 050	20,231 60	38,420 00
GOOGLE INC CL A (GOOG)	85 000	1,120 710	45,477 75	95,260 35

Brokerage 9644 THE SEARS-SWETLAND FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
INTL BUSINESS MACH (IBM)	400 000	187 570	58,351 32	75,028 00
EAI $1,520 00, EY 2 03%				
ISHARES MSCI SINGAPORE ETF (EWS)	3,250 000	13 170	45,077 18	42,802 50
ISHARES MSCI SOUTH KOREA CAPPED ETF (EWY)	750 000	64 670	42,046 20	48,502 50
ISHARES MSCI EMERGING MARKETS ETF (EEM)	2,100 000	41 795	85,365 88	87,769 50
KINDER MORGAN ENERGY PARTNERS L P (KMP)	1,000 000	80 660	60,105 20	80,660 00
LKQ CORP (LKQ)	1,000 000	32 900	23,168 80	32,900 00
LINCOLN ELECTRIC HOLDINGS (LECO)	600 000	71 340	20,954 00	42,804 00
EAI $552 00, EY 1 29%				
MAGELLAN MIDSTREAM PARTNERS LP COM UNIT REPSTG LTD PARTNER INT (MMP)	1,500 000	63 270	31,817 93	94,905 00
MASTERCARD INC CL A (MA)	75 000	835 460	18,988 46	62,659.50
EAI $330 00, EY 0 53%				
MCDONALDS CORP (MCD)	300 000	97 030	26,806 68	29,109 00
EAI $972 00, EY 3 34%				
MCKESSON CORP (MCK)	250 000	161 400	26,641 68	40,350 00
EAI $240 00, EY 0 59%				
MIDDLEBY CORP (MIDD)	100 000	239 724	17,130 90	23,972 40
NATIONAL OILWELL VARCO INC (NOV)	350 000	79 530	26,039 19	27,835 50
EAI $364 00, EY 1 31%				
NEOGEN CORP (NEOG)	1,500 000	45 700	23,045 00	68,550 00
NESTLE SA SPON ADR EACH REPR 1 COM CHF0 10 (NSRGY)	500 000	73 424	34,659 00	36,712 00
EAI $1,081 77, EY 2 95%				
NIKE INC CLASS B (NKE)	600 000	78 640	28,985 34	47,184 00
EAI $576 00, EY 1 22%				
NORTHROP GRUMMAN CORP HOLDING CO (NOC)	500 000	114 610	29,219 84	57,305 00
EAI $1,220 00, EY 2 13%				
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLASS B DKK1 (NVO)	300 000	184 760	49,244 72	55,428 00
EAI $955 14, EY 1 72%				

Brokerage **9644** THE SEARS-SWETLAND FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
NUANCE COMMUNICATIONS INC COM (NUAN)	3,000 000	15 200	45,624 00	45,600 00
ORACLE CORPORATION (ORCL) EAI $312 00, EY 1 25%	650 000	38 260	18,886 79	24,869 00
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC (BKLN)	4,000 000	24 880	100,594 00	99,520 00
PRAXAIR INC (PX) EAI $660 00, EY 1 85%	275 000	130 030	29,353 15	35,758 25
QUALCOMM INC (QCOM) EAI $875 00, EY 1 89%	625 000	74 250	35,787 50	46 406 25
RPM INTL INC FORMERLY RPM INC OHIO TO 10/11/2002 (RPM) EAI $1,440 00 EY 2 31%	1,500 000	41 510	33,642 00	62,265 00
RESMED INC (RMD) EAI $1,200 00, EY 2 12%	1,200 000	47 080	30,648 06	56,496.00
SPDR SER TR S&P REGL BKG ETF (KRE)	750 000	40 610	30,137 84	30,457.50
SPDR SER TR S&P BIOTECH ETF (XBI)	800 000	130 200	73,224 00	104,160 00
SCHLUMBERGER LIMITED COM USD0 01 (SLB) EAI $1,000 00, EY 1 39%	800 000	90 110	64,954 50	72,088 00
SCHWAB CHARLES CORP NEW (SCHW) EAI $480 00, EY 0 92%	2,000 000	26 000	31,975 60	52,000 00
STRYKER CORP (SYK) EAI $488 00, EY 1 62%	400 000	75 140	25,501 68	30,056 00
TJX COMPANIES INC (TJX) EAI $667 00, EY 0 91%	1,150 000	63 730	21,210 79	73,289 50
TERADATA CORP DEL COM (TDC)	200 000	45 490	11,162 98	9,098 00
TRANSDIGM GROUP INC COM DELAWARE (TDG)	250 000	161 020	36,969 20	40,255 00
US BANCORP DEL COM NEW (USB) EAI $579 60, EY 2 28%	630 000	40 400	21,134 67	25,452 00
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)	925 000	64 560	61,494 59	59,718 00

Brokerage 9644 THE SEARS-SWETLAND FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31 2013
WABTEC (WAB)	200 000	74 270	10,867 80	14,854 00
EAI $32 00, EY 0 22%				
ZOETIS INC COM USD0 01 CL A (ZTS)	1,150 000	32 690	36,471 85	37,593 50
EAI $331 20, EY 0 88%				
Subtotal of Stocks			**2,202,235.36**	**3,003,176.38**
Bonds *4% of holdings*				
PROLOGIS INC MAKE WHOLE 05 62500% 11/15/2015 FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI $215 63 EAI $1,687 50 CUSIP 74340XAF8	30,000 000	106 334	unknown	31,900 20
FIFTH THIRD BANCORP SB NT 4 50000% 06/01/2018 FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY AI $187 50 EAI $2,250 00 CUSIP 316773AD2	50,000 000	106 637	45,131 46*B*	53,318 65
VIRGIN ISLANDS WTR & PWR AUTH ELEC SYS 05 75000% 07/01/2023 FIXED COUPON MOODYS Ba1 S&P BB+ SEMIANNUALLY EXTRAORDINARY CALL AI $1,437 50 EAI $2,875 00 CUSIP 927688GH8	50,000 000	88 475	50,000 00*Bt*	44,237 50
Subtotal of Bonds			**95,131.46**	**129,456.35**
Mutual Funds *1% of holdings*				
DODGE & COX INCOME (DODIX)	3,746 182	13 530	50,795 91	50,685 84
EAI $1,554 67 EY 3 07%				

Brokerage 676-199644 THE SEARS-SWETLAND FOUNDATION

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
Subtotal of Mutual Funds			**50,795.91**	**50,685.84**
Other *2% of holdings*				
RAYONIER INC (RYN)	1,500 000	42 100	48,416 46	63,150 00
EAI $2,940 00 EY 4 66%				
Subtotal of Other			**48,416.46**	**63,150.00**

Fidelity acct 9558

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
Stocks *86% of holdings*				
EATON CORP PLC COM (ETN)	150 000	$76 120	$10,046 93	$11,418 00
EAI $252 00, EY 2 21%				
ABBVIE INC COM USD0 01 (ABBV)	300 000	52 810	13,436 38	15,843 00
EAI $480 00, EY 3 03%				
AMERICAN TOWER CORPORATION COM USD0 01 (AMT)	250 000	79 820	18,054 48	19,955 00
EAI $290 00, EY 1 45%				
APPLE INC (AAPL)	30 000	561 020	13,390 35	16,830 60
EAI $366 00, EY 2 17%				
ARES CAPITAL CORP COM STK USD0 001 (ARCC)	750 000	17 770	13,186 35	13,327 50
BLACKROCK INC (BLK)	50 000	316 470	14,064 25	15,823 50
EAI $336 00, EY 2 12%				
BOEING CO (BA)	100 000	136 490	10,759 85	13,649 00
EAI $292 00, EY 2 14%				
BRISTOL MYERS SQUIBB (BMY)	200 000	53 150	8,844 60	10,630 00
EAI $288 00, EY 2 71%				
C S X CORP (CSX)	400 000	28 770	10,333 52	11,508 00
EAI $240 00, EY 2 09%				
CATERPILLAR INC (CAT)	150 000	90 810	12,809 92	13,621 50
EAI $360 00, EY 2 64%				
CHURCH & DWIGHT INC (CHD)	150 000	66 280	9,523 65	9,942 00
EAI $168 00, EY 1 69%				
CLAYMORE EXCHANGE- TRADED FD TR GUGGENHEIM BULLETSHARES 2015 HIGH YIELD CORP BD ETF (BSJF)	1,600 000	26 780	42,759 95	42,848 00
CLEARBRIDGE ENERGY MLP FUND INC COM USD0 001 (CEM)	200 000	27 220	5,602 45	5,444 00
DISNEY WALT CO (DIS)	150 000	76 400	9,929 35	11,460 00
EAI $129 00, EY 1 13%				
ECOLAB INC (ECL)	100.000	104 270	9,291 40	10,427 00
EAI $110 00, EY 1 05%				
EXPRESS SCRIPTS HLDG CO COM (ESRX)	250 000	70 240	16,455 62	17,560 00
GNC HOLDINGS INC COM USD0 001 (GNC)	275 000	58 450	13,032 72	16,073 75
EAI $165 00, EY 1 03%				
GENESEE AND WYOMING INC INC CL A (GWR)	100 000	96 050	8,957 13	9,605 00
GOLDMAN SACHS GROUP INC (GS)	50.000	177 260	8,200 45	8,863 00
EAI $110 00, EY 1 24%				

Brokerage 9558

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
GOOGLE INC CL A (GOOG)	20 000	1,120 710	18,184 50	22,414 20
INTEL CORP (INTC)	1,000 000	25 955	23,149 84	25,955 00
EAI $900 00, EY 3 47%				
INTL BUSINESS MACH (IBM)	50 000	187 570	9,952 95	9,378 50
EAI $190 00 EY 2 03%				
ISHARES MSCI SOUTH KOREA CAPPED ETF (EWY)	550 000	64 670	30,401 29	35,568 50
ISHARES MSCI MALAYSIA FREE ETF (EWM)	850 000	15 820	13,341 31	13,447 00
JOHNSON & JOHNSON (JNJ)	50 000	91 590	4,531 70	4,579 50
EAI $132 00 EY 2 88%				
LKQ CORP (LKQ)	250 000	32 900	6,970 78	8,225 00
LINCOLN ELECTRIC HOLDINGS (LECO)	200 000	71 340	12,141 35	14,268 00
EAI $184 00, EY 1 29%				
MASTERCARD INC CL A (MA)	25 000	835 460	15,868 25	20,886 50
EAI $110 00, EY 0 53%				
MCCORMICK & CO INC NON VTG (MKC)	100 000	68 920	7,208 95	6,892 00
EAI $148 00, EY 2 15%				
MCKESSON CORP (MCK)	75 000	161 400	9,215 21	12,105 00
EAI $72 00, EY 0 59%				
MICROSOFT CORP (MSFT)	400 000	37 410	13,711 92	14,964 00
EAI $448 00, EY 2 99%				
MIDDLEBY CORP (MIDD)	70 000	239 724	13,160 25	16,780 68
NEOGEN CORP (NEOG)	250 000	45 700	9,529 61	11,425 00
NIKE INC CLASS B (NKE)	200 000	78 640	13,092 78	15,728 00
EAI $192 00, EY 1 22%				
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLASS B DKK1 (NVO)	100 000	184 760	16,866 40	18,476 00
EAI $318 38, EY 1 72%				
NUANCE COMMUNICATIONS INC COM (NUAN)	500 000	15 200	9,653 03	7,600 00
ORACLE CORPORATION (ORCL)	400 000	38 260	13,031 90	15,304 00
EAI $192 00, EY 1 25%				
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC (BKLN)	1,600 000	24.880	39,863 95	39,808 00

Brokerage · 9558

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 31, 2013
PRAXAIR INC (PX)	100 000	130 030	11,916 14	13,003 00
EAI $240 00, EY 1 85%				
QUALCOMM INC (QCOM)	200 000	74 250	12,785 10	14,850 00
EAI $280 00, EY 1 89%				
RPM INTL INC FORMERLY RPM INC	300 000	41 510	10,488 30	12,453 00
OHIO TO 10/11/2002 (RPM)				
EAI $288 00, EY 2 31%				
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1	150 000	244 200	33,634 95	36,630 00
STANDARD & POORS DEP RCPT (MDY)				
SCHWAB CHARLES CORP NEW (SCHW)	500 000	26 000	11,028 76	13,000 00
EAI $120 00 EY 0 92%				
STERICYCLE INC COM USD0 01	400 000	116 170	46,816 12	46,468 00
ISIN #US8589121081 SEDOL #B6ZJ7Q8 (SRCL)				
TJX COMPANIES INC (TJX)	200 000	63 730	10,538 76	12,746 00
EAI $116 00, EY 0 91%				
TERADATA CORP DEL COM (TDC)	200 000	45 490	11,825 19	9,098 00
VANGUARD INDEX FDS VANGUARD REIT ETF	350 000	64 560	23,412 03	22,596 00
FORMERLY VANGUARD INDEX TR TO 05/24/01				
REIT VIPER SHS (VNQ)				
WABTEC (WAB)	225 000	74 270	12,742 95	16,710 75
EAI $36 00, EY 0 22%				
WHOLE FOODS MKT INC (WFM)	225 000	57 830	12,705 94	13,011.75
EAI $108 00, EY 0 83%				
ZOETIS INC COM USD0 01 CL A (ZTS)	500 000	32 690	15,290 38	16,345 00
EAI $144 00, EY 0 88%				
Subtotal of Stocks			**741,739.94**	**815,545.23**

acct 9644 subtotal, cost basis:	**2,396,579**	**fair value:**	**3,246,469**
acct 9558 subtotal, cost basis:	**741,740**	**fair value:**	**815,545**
Huntington subtotal, cost basis:	**17,808**	**fair value:**	**20,031**
Grand total:	**3,156,127**		**4,082,045**

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
CONDOMINIUM	M27	27,000			27,000	1,350.	982		2,332
CAPITALIZED FEES	L	4,711			4,711				
AC UNIT	M27	5,622			5,622	94	204		298
CAPITALIZED FEES	L	3,740			3,740				
TOTALS		41,073			41,073	1,444			2,630

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PROGRAM RELATED INVESTMENT - CLEVELAND BOTANICAL GARDEN	100,000.	100,000.
TOTALS	100,000.	100,000.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTMENTS TO BALANCE SHEET DUE TO LIMITED PARTNERSHIP INTERESTS, CHECKS IN TRANSIT, NONTAXABLE DISTRIBUTIONS RECEIVED	16,327.
*	
TOTAL	16,327.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LYDIA HARRINGTON 250 COLLEGE STREET HUDSON, OH 44236	TRUSTEE 3.00	0	0	0
DAVID S. SWETLAND 8598 SW 63RD AVE. MIAMI, FL 33143	TRUSTEE .75	0	0	0
RUTH SWETLAND EPPIG 13003 LAKESHORE BOULEVARD BRATENAHL, OH 44108	TRUSTEE 5.00	10,000.	0	0
MARIANNE EPPIG 40 WEST TULANE RD COLUMBUS, OH 43202	SECRETARY 1.00	0	0	0
	GRAND TOTALS	10,000.	0	0

1/1/2013 through 12/31/2013

Description	Memo	Tag	Amount
BEYOND PESTICIDES, OHIO	SAFE LAWN AND GARDEN CAMPAIGN	environmental health	-5,000 00
Cleveland Botanical Garden	endowment campaign installment	environmental education	-50,000 00
Cleveland Botanical Garden	2nd istallment for operations pledge	urban farming	-10,000.00
Cleveland Botanical Garden	in memoriam Katherine Philipp Geis		-500 00
Cleveland Institute of Art	business & prof practices/sustainability	sustainable practices	-10,000 00
Cleveland Metroparks	safety equipment for the Cleveland Lakefront State Parks	urban parkland	-5,000 00
Cleveland Sight Center	4th payment of $30,000 pledge	campaign	-5,000 00
Conservancy For Cuyahoga National Park	Trail Mix Peninsula	earned income	-2,500 00
Cuyahoga Community College	2nd payment of $10,000 pledge for Green Corps students	environmental-economic educat	-5,000 00
Dunham Tavern Museum	capital campaign	urban parkland	-5,000 00
Earth Day Coalition	neighborhood connection staff	environmental education	-5,000 00
Family Promise	operations for 2013	human capital	-5,000 00
Free Medial Clinic of Cleveland	Behavioral Health Program	human capital	-5,000 00
Friends Of Breakthrough Schools	operations 2013	urban education	-5,000 00
Greater Ohio	advocacy support	smart growth	-5,000 00
Holden Arboretum	2nd payment $30,000 pledge over 5 years	public horticulture	-5,000 00
Lutheran Metropolitan Ministry	program support	human capital	-5,000 00
MOCA	FINAL payment $30,000 campaign pledge	urban revitalization	-10,000 00
Preterm	operating support	reproductive health	-5,000 00
Rainey Institute	summer arts camp	human capital	-2,500 00
Scranton Road Ministries, CDC	Youth Jobs Partnership	human capital	-2,500 00
Trust for Public Land Ohio Office	1st payment on $15000 pledge	urban revitalization	-5,000 00
UCI Inc	Transportation and Infracstructure	urban planning	-5,000 00
Vocational Guidance Services	roof replacement final payment	human capital	-5,000 00
1/1/2013 - 12/31/2013			**-168,000.00**
135 Cleveland Botanical Garden	Vacant to Vibrant partnership with Land Studio	urban environmental research	-10,000 00
132 Coastal Maine Botanical Gardens	strategic plan	environmental education	-10,000 00
137 Friends of MacArthur Beach State Park	Natural Science Education		-10,000 00
		OVERALL TOTAL	-30,000 00