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Form **990-PF**

**Return of Private Foundation**

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

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

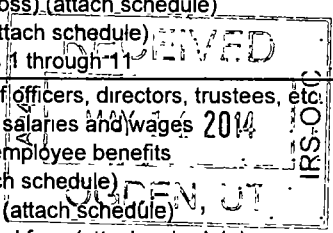
Name of foundation <b>E SMITH FBO ELYRIA LIBRARY</b>			A Employer identification number <b>34-6829885</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1501, NJ2-130-03-31</b>		Room/suite	B Telephone number (see instructions) <b>609-274-6834</b>	
City or town <b>PENNINGTON</b>	State <b>NJ</b>	ZIP code <b>08534-1501</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 892,185</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)				
	2 Check <input checked="" 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	16,332	16,327		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,342			
	b Gross sales price for all assets on line 6a <b>136,238</b>				
	7 Capital gain net income (from Part IV, line 2)		40,342		
	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	56,674	56,669	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	13,004	5,201		7,802
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	170	170		
	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. Add lines 13 through 23	13,374	5,371	0	8,002
	25 Contributions, gifts, grants paid	30,962			30,962
26 Total expenses and disbursements. Add lines 24 and 25	44,336	5,371	0	38,964	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	12,338				
b Net investment income (if negative, enter -0-)		51,298			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED MAY 21 2014



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	172	-23,011	-23,011
	2	Savings and temporary cash investments	13,540	56,182	56,182
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	705,000	698,354	859,014	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	718,712	731,525	892,185	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	718,712	731,525	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	718,712	731,525		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	718,712	731,525		

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	718,712
2	Enter amount from Part I, line 27a	2	12,338
3	Other increases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX REFUND	3	493
4	Add lines 1, 2, and 3	4	731,543
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	18
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	731,525

**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 Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(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			0	
b			0	
c			0	
d			0	
e			0	
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			0	
b			0	
c			0	
d			0	
e			0	
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	40,342
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	38,834	770,695	0.050388
2011	38,036	780,138	0.048755
2010	28,930	748,479	0.038652
2009			0.000000
2008			0.000000
2	Total of line 1, column (d)		2 0.137795
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 0.045932
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 840,973
5	Multiply line 4 by line 3		5 38,628
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 513
7	Add lines 5 and 6		7 39,141
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 38,964

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
<b>3</b>	Add lines 1 and 2			1,026
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-			1,026
<b>6</b>	<b>Credits/Payments.</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	235	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d			235
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			791
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b>			0
			<b>Refunded</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> 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>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A Telephone no. ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 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) N/A
- 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?  Yes  No  
 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?  Yes  No

5b	N/A	
6b		X
7b	N/A	

**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
MERRILL LYNCH TRUST CO P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE	2 00	13,004	

**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 ▶ 0

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE .....	
.....	
2 .....	
.....	
3 .....	
.....	
4 .....	
.....	

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

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

Amount

1 NONE .....			
.....			
2 .....			
.....			
All other program-related investments See instructions			
3 NONE .....			
.....			
<b>Total. Add lines 1 through 3</b>		▶	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	832,024
<b>b</b>	Average of monthly cash balances	<b>1b</b>	21,756
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	853,780
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	853,780
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	12,807
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	840,973
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	42,049

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	42,049
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,026
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,026
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	41,023
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	41,023
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	41,023

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	38,964
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	38,964
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	38,964

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				41,023
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only			30,962	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>38,964</u>				
<b>a</b> Applied to 2012, but not more than line 2a			30,962	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				8,002
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				33,021
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

- 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

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

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines.

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

**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 <i>Paid during the year</i> See Attached Statement				
<b>Total</b>				<b>3a</b> 30,962
b <i>Approved for future payment</i> NONE				
<b>Total</b>				<b>3b</b> 0





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Elyria Public Library

**Street**

320 Washington Ave

**City**

Elyria

**State**

OH

**Zip Code**

44035

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

30,962

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Gross Sales Price	Gross Sales Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions						Gross Sales	Cost, Other Basis and Expenses				Expense of Sale and Cost of Improvements	Depreciation	
			9,638														
1	AMERICAN CENTURY SMALL	025076652						5/10/2013		713		689					14
2	AMERICAN CENTURY SMALL	025076652					3/27/2013	11/13/2013		1,351		1,160					171
3	AMERICAN CENTURY SMALL	025083338					8/12/2011	1/8/2013		453		377					76
4	AMERICAN CENTURY SMALL	025083338					8/12/2011	1/8/2013		242		200					42
5	AMERICAN CENTURY SMALL	025083338					8/12/2011	5/10/2013		617		454					163
6	AMERICAN CENTURY SMALL	025083338					8/12/2011	11/13/2013		1,844		1,170					674
7	AMERICAN CENTURY SMALL	025083338					8/12/2011	12/16/2013		402		254					148
8	DREYFUS APPRECIATION FD	261970107					8/12/2011	1/2/2013		1,797		1,533					264
9	DREYFUS APPRECIATION FD	261970107					8/12/2011	1/8/2013		537		460					77
10	DREYFUS APPRECIATION FD	261970107					8/12/2011	11/13/2013		1,731		1,303					428
11	DREYFUS APPRECIATION FD	261970107					8/12/2011	12/16/2013		1,472		1,112					360
12	EATON VANCE LARGE CAP	277905642					8/12/2011	1/2/2013		1,899		1,556					343
13	EATON VANCE LARGE CAP	277905642					8/12/2011	1/8/2013		717		580					127
14	EATON VANCE LARGE CAP	277905642					8/12/2011	5/10/2013		2,848		2,097					751
15	EATON VANCE LARGE CAP	277905642					8/12/2011	11/13/2013		4,199		2,850					1,349
16	EATON VANCE LARGE CAP	277905642					8/12/2011	12/16/2013		1,983		1,343					642
17	DREYFUS APPRECIATION FD	261970107					8/12/2011	5/10/2013		1,216		958					258
18	AMERICAN EURO PACIFIC	29875E100					8/12/2011	1/2/2013		628		572					56
19	AMERICAN EURO PACIFIC	29875E100					8/12/2011	11/13/2013		1,318		1,067					251
20	AMERICAN EURO PACIFIC	29875E100					8/12/2011	12/16/2013		957		762					195
21	HARTFORD GROWTH	416641207					8/12/2011	1/2/2013		1,912		1,541					371
22	HARTFORD GROWTH	416641207					8/12/2011	1/8/2013		958		770					188
23	HARTFORD GROWTH	416641207					8/12/2011	5/10/2013		2,026		1,464					562
24	HARTFORD GROWTH	416641207					8/12/2011	11/13/2013		7,302		4,659					2,603
25	HARTFORD GROWTH	416641207					8/12/2011	12/16/2013		350		231					119
26	ISHARES RUSSELL 1000	464287598					8/12/2011	1/2/2013		2,221		1,788					433
27	ISHARES RUSSELL 1000	464287598					8/12/2011	1/8/2013		892		715					177
28	ISHARES RUSSELL 1000	464287598					8/12/2011	5/10/2013		3,524		2,504					1,020
29	ISHARES RUSSELL 1000	464287598					8/12/2011	11/13/2013		4,639		3,043					1,596
30	ISHARES RUSSELL 1000	464287598					8/12/2011	12/16/2013		2,201		1,432					769
31	ISHARES RUSSELL 1000	464287614					1/1/2001	1/2/2013		2,136		1,587					549
32	ISHARES RUSSELL 1000	464287614					1/1/2001	1/8/2013		869		645					224
33	ISHARES RUSSELL 1000	464287614					1/1/2001	5/10/2013		2,912		1,955					977
34	ISHARES RUSSELL 1000	464287614					1/1/2001	11/13/2013		5,482		3,328					2,154
35	ISHARES RUSSELL 1000	464287614					1/1/2001	12/16/2013		2,746		1,639					1,107
36	THOMAS WHITE	543917108					2/13/2012	1/2/2013		569		520					49
37	THOMAS WHITE	543917108					2/13/2012	1/8/2013		18		16					2
38	THOMAS WHITE	543917108					2/13/2012	5/10/2013		170		146					24
39	THOMAS WHITE	543917108					2/13/2012	12/16/2013		377		326					51
40	MFS RESEARCH BOND FUND	55272P778					8/12/2011	1/2/2013		1,032		997					35
41	MFS RESEARCH BOND FUND	55272P778					8/12/2011	12/16/2013		1,712		1,175					-3
42	MFS VALUE FD CL I	552983694					8/12/2011	1/2/2013		1,723		1,404					319
43	MFS VALUE FD CL I	552983694					8/12/2011	1/8/2013		1,149		936					213
44	MFS VALUE FD CL I	552983694					8/12/2011	5/10/2013		4,106		2,937					1,169
45	MFS VALUE FD CL I	552983694					8/12/2011	11/13/2013		5,640		3,660					1,980
46	METROPOLITAN WEST TOTAL	592905509					8/12/2011	1/2/2013		1,022		990					32
47	METROPOLITAN WEST TOTAL	592905509					8/12/2011	12/16/2013		1,247		1,243					4
48	PIMCO TOTAL RETURN FUND	72201M552					8/12/2011	1/2/2013		2,064		2,037					27
49	PIMCO TOTAL RETURN FUND	72201M552					8/12/2011	12/16/2013		2,086		1,488					-62
50	ROYCE PENNSYLVANIA MUTU	780905840					8/12/2011	1/2/2013		369		369					36
51	ROYCE PENNSYLVANIA MUTU	780905840					8/12/2011	1/8/2013		224		205					19
52	ROYCE PENNSYLVANIA MUTU	780905840					8/12/2011	5/10/2013		181		151					30
53	ROYCE PENNSYLVANIA MUTU	780905840					12/31/2012	10/14/2013		548		437					111
54	ROYCE PENNSYLVANIA MUTU	780905840					8/12/2011	10/14/2013		821		612					209
55	ROYCE PENNSYLVANIA MUTU	780905840					8/12/2011	10/14/2013		317		238					79
56	ROYCE PENNSYLVANIA MUTU	780905840					8/12/2011	10/14/2013		12,695		9,524					3,171
57	THORNBURG INTERNATIONAL	885215566					8/12/2011	1/2/2013		460		418					42
58	THORNBURG INTERNATIONAL	885215566					8/12/2011	1/8/2013		199		183					16
59	THORNBURG INTERNATIONAL	885215566					8/12/2011	12/16/2013		491		418					73
60	J.P. MORGAN UNDISCRD MNC	904504495					10/14/2013	11/13/2013		368		350					18
61	J.P. MORGAN UNDISCRD MNC	904504495					10/14/2013	1/2/2013		1,690		1,618					72
62	WELLS FARGO ADV EMERGIN	949917264					8/12/2011	1/2/2013		428		443					15
63	WELLS FARGO ADV EMERGIN	949917264					8/12/2011	1/8/2013		73		78					0
64	WELLS FARGO ADV EMERGIN	949917264					8/12/2011	1/8/2013		113		117					4
65	WELLS FARGO ADV EMERGIN	949917264					8/12/2011	5/10/2013		222		208					14
66	WELLS FARGO ADV EMERGIN	949917264					8/12/2011	11/13/2013		3,750		2,708					1,042
67	WESTCORE SMALL CAP VALL	957904535					8/12/2011	1/2/2013		376		323					53
68	WESTCORE SMALL CAP VALL	957904535					8/12/2011	1/8/2013		168		145					23

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Capital Gains/Losses	Other sales
	Long Term CG Distributions														136,238	95,896
	Short Term CG Distributions														0	0
	Amount														40,342	0
68	WESTCORE SMALL CAP VALU	957904535			8/17/2011		3/27/2013	212	169							43
70	WESTCORE SMALL CAP VALU	957904535			8/12/2011		3/27/2013	11,302	8,915							2,387
71	WESTCORE SMALL CAP VALU	957904535			12/31/2012		3/27/2013	522	488							54
72	WESTCORE SMALL CAP VALU	957904535			11/9/2012		3/27/2013	579	501							78
73	WESTCORE SMALL CAP VALU	957904535			7/24/2012		3/27/2013	423	364							59

**Part I, Line 18 (990-PF) - Taxes**

		170	170	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	170	170		

**Part I, Line 23 (990-PF) - Other Expenses**

		200	0	0	200
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	200			200

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses	30,704
025076852	AMERICAN CENTURY SMALL		3/27/2013	5/19/2013	713			699	14	0	0	0	0	14
025076852	AMERICAN CENTURY SMALL		3/27/2013	11/13/2013	1,351			1,180	171	0	0	0	0	171
025083338	AMERICAN CENTURY SMALL		8/12/2011	1/2/2013	453			377	76	0	0	0	0	76
025083338	AMERICAN CENTURY SMALL		8/12/2011	1/2/2013	242			200	42	0	0	0	0	42
025083338	AMERICAN CENTURY SMALL		8/12/2011	5/10/2013	617			454	163	0	0	0	0	163
025083338	AMERICAN CENTURY SMALL		8/12/2011	11/13/2013	1,844			1,577	267	0	0	0	0	267
025083338	AMERICAN CENTURY SMALL		8/12/2011	12/16/2013	402			254	148	0	0	0	0	148
281970107	DREYFUS APPRECIATION FD		8/12/2011	1/2/2013	1,533			1,460	73	0	0	0	0	73
281970107	DREYFUS APPRECIATION FD		8/12/2011	1/8/2013	537			428	109	0	0	0	0	109
281970107	DREYFUS APPRECIATION FD		8/12/2011	11/13/2013	1,731			1,512	219	0	0	0	0	219
281970107	DREYFUS APPRECIATION FD		8/12/2011	12/16/2013	1,472			1,303	169	0	0	0	0	169
27905642	EATON VANCE LARGE CAP		8/12/2011	1/2/2013	1,899			1,856	43	0	0	0	0	43
27905642	EATON VANCE LARGE CAP		8/12/2011	5/10/2013	777			750	27	0	0	0	0	27
27905642	EATON VANCE LARGE CAP		8/12/2011	11/13/2013	2,866			2,867	-1	0	0	0	0	-1
27905642	EATON VANCE LARGE CAP		8/12/2011	1/9/2013	4,091			4,091	0	0	0	0	0	0
28175100	DREYFUS APPRECIATION FD		8/12/2011	5/10/2013	1,753			1,753	0	0	0	0	0	0
28175100	DREYFUS APPRECIATION FD		8/12/2011	1/2/2013	628			572	56	0	0	0	0	56
28175100	DREYFUS APPRECIATION FD		8/12/2011	11/13/2013	1,318			1,067	251	0	0	0	0	251
28175100	DREYFUS APPRECIATION FD		8/12/2011	12/16/2013	937			762	175	0	0	0	0	175
418641207	HARTFORD GROWTH		8/12/2011	1/2/2013	1,912			1,541	371	0	0	0	0	371
418641207	HARTFORD GROWTH		8/12/2011	1/8/2013	858			770	88	0	0	0	0	88
418641207	HARTFORD GROWTH		8/12/2011	5/10/2013	2,026			1,464	562	0	0	0	0	562
418641207	HARTFORD GROWTH		8/12/2011	11/13/2013	7,302			4,699	2,603	0	0	0	0	2,603
464287588	SHARES RUSSELL 1000		8/12/2011	1/2/2013	2,221			231	1,990	0	0	0	0	1,990
464287588	SHARES RUSSELL 1000		8/12/2011	1/8/2013	892			1,788	433	0	0	0	0	433
464287588	SHARES RUSSELL 1000		8/12/2011	5/10/2013	3,524			2,504	1,020	0	0	0	0	1,020
464287588	SHARES RUSSELL 1000		8/12/2011	11/13/2013	4,639			3,943	696	0	0	0	0	696
464287588	SHARES RUSSELL 1000		8/12/2011	12/16/2013	2,201			1,432	769	0	0	0	0	769
464287588	SHARES RUSSELL 1000		1/1/2001	1/2/2013	2,135			1,587	549	0	0	0	0	549
464287588	SHARES RUSSELL 1000		1/1/2001	1/2/2013	869			645	224	0	0	0	0	224
464287588	SHARES RUSSELL 1000		1/1/2001	5/10/2013	2,912			1,935	977	0	0	0	0	977
464287588	SHARES RUSSELL 1000		1/1/2001	11/11/2013	5,482			3,328	2,154	0	0	0	0	2,154
464287588	SHARES RUSSELL 1000		1/1/2001	12/16/2013	2,746			1,639	1,107	0	0	0	0	1,107
543917108	THOMAS WHITE		2/13/2012	1/2/2013	569			520	49	0	0	0	0	49
543917108	THOMAS WHITE		2/13/2012	1/8/2013	18			16	2	0	0	0	0	2
543917108	THOMAS WHITE		2/13/2012	5/10/2013	370			326	44	0	0	0	0	44
543917108	THOMAS WHITE		2/13/2012	12/16/2013	1,032			987	45	0	0	0	0	45
55272P778	MFS RESEARCH BOND FUND		8/12/2011	1/2/2013	1,712			1,715	-3	0	0	0	0	-3
55272P778	MFS RESEARCH BOND FUND		8/12/2011	12/16/2013	1,723			1,404	319	0	0	0	0	319
552883694	MFS VALUE FD CL		8/12/2011	1/8/2013	1,149			936	213	0	0	0	0	213
552883694	MFS VALUE FD CL		8/12/2011	5/10/2013	4,106			2,937	1,169	0	0	0	0	1,169
552883694	MFS VALUE FD CL		8/12/2011	11/13/2013	5,640			3,660	1,980	0	0	0	0	1,980
592905509	METROPOLITAN WEST TOTAL		8/12/2011	1/2/2013	1,022			990	32	0	0	0	0	32
592905509	METROPOLITAN WEST TOTAL		8/12/2011	12/16/2013	1,247			1,243	4	0	0	0	0	4
7201M552	PIMCO TOTAL RETURN FUND		8/12/2011	1/2/2013	2,084			2,037	47	0	0	0	0	47
7201M552	PIMCO TOTAL RETURN FUND		8/12/2011	12/16/2013	2,086			2,148	-62	0	0	0	0	-62
769095940	ROYCE PENNSYLVANIA MUTUAL		8/12/2011	1/2/2013	425			389	36	0	0	0	0	36
769095940	ROYCE PENNSYLVANIA MUTUAL		8/12/2011	1/8/2013	224			205	19	0	0	0	0	19
769095940	ROYCE PENNSYLVANIA MUTUAL		8/12/2011	5/10/2013	181			151	30	0	0	0	0	30
769095940	ROYCE PENNSYLVANIA MUTUAL		12/16/2013	10/14/2013	548			437	111	0	0	0	0	111
769095940	ROYCE PENNSYLVANIA MUTUAL		7/2/2012	10/14/2013	821			612	209	0	0	0	0	209
769095940	ROYCE PENNSYLVANIA MUTUAL		8/12/2011	10/14/2013	317			238	79	0	0	0	0	79
769095940	ROYCE PENNSYLVANIA MUTUAL		8/12/2011	10/14/2013	12,895			9,524	3,371	0	0	0	0	3,371
88215556	THORNBURG INTERNATIONAL		8/12/2011	1/2/2013	460			418	42	0	0	0	0	42
88215556	THORNBURG INTERNATIONAL		8/12/2011	1/8/2013	491			468	23	0	0	0	0	23
88215556	THORNBURG INTERNATIONAL		8/12/2011	12/16/2013	491			450	41	0	0	0	0	41
84504455	JP MORGAN UNDISC MGRS		10/14/2013	12/16/2013	368			350	18	0	0	0	0	18
84504455	JP MORGAN UNDISC MGRS		10/14/2013	1/13/2013	1,856			1,813	43	0	0	0	0	43
84917294	WELLS FARGO ADV EMERGING		8/12/2011	1/2/2013	452			443	9	0	0	0	0	9
84917294	WELLS FARGO ADV EMERGING		8/12/2011	1/8/2013	113			76	37	0	0	0	0	37
84917294	WELLS FARGO ADV EMERGING		8/12/2011	1/8/2013	113			117	-4	0	0	0	0	-4
84917294	WELLS FARGO ADV EMERGING		8/12/2011	11/13/2013	222			208	14	0	0	0	0	14
84917294	WELLS FARGO ADV EMERGING		8/12/2011	5/10/2013	3,746			2,708	1,038	0	0	0	0	1,038
857904535	WESTCORE SMALL CAP VALUE		8/12/2011	1/2/2013	168			145	23	0	0	0	0	23
857904535	WESTCORE SMALL CAP VALUE		8/12/2011	1/8/2013	168			169	-1	0	0	0	0	-1
857904535	WESTCORE SMALL CAP VALUE		8/12/2011	3/27/2013	212			189	23	0	0	0	0	23
857904535	WESTCORE SMALL CAP VALUE		8/12/2011	3/27/2013	11,302			8,915	2,387	0	0	0	0	2,387
857904535	WESTCORE SMALL CAP VALUE		12/31/2012	3/27/2013	522			468	54	0	0	0	0	54
857904535	WESTCORE SMALL CAP VALUE		11/8/2012	3/27/2013	576			501	75	0	0	0	0	75
857904535	WESTCORE SMALL CAP VALUE		7/24/2012	3/27/2013	423			384	39	0	0	0	0	39

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
MERRILL LYNCH TRUST CO	X	P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	13,004	13,004	0

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return	1	235
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	235

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	30,962
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	30,962

NAME	CUSIP	ASSET DESCRIPTION	BEG YEAR BOOK VALUE	END YEAR BOOK VALUE	END YEAR FMV
E SMITH FBO ELYRIA LIBRARY	025076852	AMERICAN CENTURY VALUE INV SMALL	0 00	11412 96	11763 57
E SMITH FBO ELYRIA LIBRARY	025083338	AMERICAN CENTURY NEW	10347 65	8125 35	13278 16
E SMITH FBO ELYRIA LIBRARY	261970107	DREYFUS APPRECIATION FD INC	53561 22	50874 75	68683 30
E SMITH FBO ELYRIA LIBRARY	277905642	EATON VANCE LARGE CAP	51327 16	45472 06	65845 59
E SMITH FBO ELYRIA LIBRARY	29875E100	AMERICAN EURO PACIFIC	23963 00	22509 15	28996 16
E SMITH FBO ELYRIA LIBRARY	416641207	HARTFORD GROWTH	50764 72	44180 12	69195 36
E SMITH FBO ELYRIA LIBRARY	464287598	ISHARES TR	50265 88	43513 02	67896 57
E SMITH FBO ELYRIA LIBRARY	464287614	ISHARES TR	46603 07	40187 67	68244 30
E SMITH FBO ELYRIA LIBRARY	543917108	THOMAS WHITE	24498 20	0 00	0 00
E SMITH FBO ELYRIA LIBRARY	543917702	THOMAS WHITE	0 00	24368 12	28391 59
E SMITH FBO ELYRIA LIBRARY	552986684	MFS RESEARCH BOND FUND	70615 33	78480 93	77953 92
E SMITH FBO ELYRIA LIBRARY	55272P778	MFS VALUE FD CL I	51493 48	44567 22	69322 08
E SMITH FBO ELYRIA LIBRARY	592905509	METROPOLITAN WEST FDS TOTAL RETURN	70200 72	78088 14	77953 95
E SMITH FBO ELYRIA LIBRARY	72201M552	PIMCO TOTAL RETURN FUND	142875 52	161088 04	155475 36
E SMITH FBO ELYRIA LIBRARY	780905840	ROYCE FD PENNSYLVANIA MUT FD INVT CL	11120 16	0 00	0 00
E SMITH FBO ELYRIA LIBRARY	885215566	THORNBURG INTERNATIONAL	24547 08	23959 61	29463 14
E SMITH FBO ELYRIA LIBRARY	904504495	JP MORGAN UNDISCRD MNGRS	0 00	12152 91	13059 34
E SMITH FBO ELYRIA LIBRARY	949917264	WELLS FARGO ADV EMERGING	9373 99	9373 99	12491 74
E SMITH FBO ELYRIA LIBRARY	957904535	WESTCORE SMALL CAP	10416 30	0 00	0 00
E SMITH FBO ELYRIA LIBRARY	989996913	BIF MONEY FUND	38261 00	56182 00	56182 00
E SMITH FBO ELYRIA LIBRARY	999996999	EXPIRED PUT/CALL	-24549 06	-23011 30	-23011 30

718,711 98

731,524 74

892,184 23