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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 01/07/13, and ending 12/31/13

Name of foundation

FAYE KAPLAN CHARITABLE FOUNDATION

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

2288 COVENTRY ROAD

Room/suite

City or town, state or province, county, and ZIP or foreign postal code

CLEVELAND HEIGHTS OH 44118

G Check all that apply



Initial return



Initial return of a former public charity



Final return



Amended return



Address change



Name change

H Check type of organization



Section 501(c)(3) exempt private foundation

 Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ **500,148** (Part I, column (d) must be on cash basis)

J Accounting method



Cash



Accrual



Other (specify)

A Employer identification number

46-1787347

B Telephone number (see instructions)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► 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)			
	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	4	4
	4 Dividends and interest from securities	33,490	33,490	33,490
	5a Gross rents			
	5b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10			
	6b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)		0	
	8 Net short-term capital gain			0
	9 Income modifications			
	10a Gross sales less returns and allowances			
	10b Less Cost of goods sold			
	10c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	33,494	33,494	33,494
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	16b Accounting fees (attach schedule)			
	16c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications	8	8	8
	23 Other expenses (att sch)	150	150	150
	24 Total operating and administrative expenses.	158	158	158
	Add lines 13 through 23			0
	25 Contributions, gifts, grants paid	31,917		31,917
	26 Total expenses and disbursements. Add lines 24 and 25	32,075	158	31,917
	27 Subtract line 26 from line 12	1,419		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		33,336	
	c Adjusted net income (if negative, enter -0-)			33,336

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2013) 22SCANNED MAY 27 2014
Operating and Administrative Expenses

Assets	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
				26,533	26,533
1	Cash – non-interest-bearing				
2	Savings and temporary cash investments				
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 (att schedule) ►		0		
	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)	SEE STMT 2		469,849	456,680
c	Investments – corporate bonds (attach schedule)	SEE STMT 3		13,674	16,935
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►)		
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			0	500,148
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	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted	► <input checked="" type="checkbox"/>		
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds			510,056
	30	Paid-in or capital surplus, or land, bldg , and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances(see instructions)		0	510,056
	31	Total liabilities and net assets/fund balances(see instructions)		0	510,056

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	0
2	Enter amount from Part I, line 27a	2	1,419
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 4	3	508,637
4	Add lines 1, 2, and 3	4	510,056
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	510,056

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 N/A					
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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	23,435	506,387	0.046279
2011	24,365	476,348	0.051150
2010	26,252	425,660	0.061674
2009	26,428	455,180	0.058061
2008	26,775	455,180	0.058823

- 2 Total of line 1, column (d) 2 0.275987
- 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 0.055197
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 512,047
- 5 Multiply line 4 by line 3 5 28,263
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 333
- 7 Add lines 5 and 6 7 28,596
- 8 Enter qualifying distributions from Part XII, line 4 8 31,917
- 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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	▶	1	333
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	333
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2		5	333
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	333	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	Refunded	11	

Part VII-A Statements Regarding Activities

- 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?
- 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities
- 1c Did the foundation file **Form 1120-POL** for this year?
- 1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____
- 1e 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
- 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
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- 4b If "Yes," has it filed a tax return on **Form 990-T** for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
- 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?
- 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
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
NONE
- 8b 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
- 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
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		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 ► SHERRI APPLETON
2288 COVENTRY ROAD

Telephone no ► 216-932-4423

Located at ► CLEVELAND HEIGHTS
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 OH ZIP+4 ► 44118
► 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 90-221. 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.

- 1a During the year did the foundation (either directly or indirectly)
- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No
- b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A 1b
- c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? N/A 1c
- 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 ► 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) N/A 2b
- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20
- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
- b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A 3b
- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? N/A 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? N/A 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FAYE KAPLAN 7 DEERFIELD LANE	BEACHWOOD OH 44122	PRESIDENT 5 00	0	0
SHERRI APPLETON 2288 COVENTRY ROAD	CLEVELAND HEIGHTS OH 44118	SECRETARY 5 00	0	0
MARTY RESNIK 2288 COVENTRY ROAD	CLEVELAND HEIGHTS OH 44118	TREASURER 5 00	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

► 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		

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

Form 990-PF (2013)

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		1a	490,672
a	Average monthly fair market value of securities		1b	29,173
b	Average of monthly cash balances		1c	0
c	Fair market value of all other assets (see instructions)		1d	519,845
d	Total (add lines 1a, b, and c)			
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0	
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	519,845
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	7,798
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	512,047
6	Minimum investment return. Enter 5% of line 5		6	25,602

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	25,602
2a	Tax on investment income for 2013 from Part VI, line 5	2a	333	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	333
3	Distributable amount before adjustments Subtract line 2c from line 1		3	25,269
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	25,269
6	Deduction from distributable amount (see instructions)		6	
7	Distributable amounts adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	25,269

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	31,917
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26		1b	
b	Program-related investments – total from Part IX-B		2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes		3a	
3	Amounts set aside for specific charitable projects that satisfy the		3b	
a	Suitability test (prior IRS approval required)		4	31,917
b	Cash distribution test (attach the required schedule)		5	333
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		6	31,584
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)			
6	Adjusted qualifying distributions. Subtract line 5 from line 4			

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				25,269
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	27,158			
b From 2009	27,119			
c From 2010	5,662			
d From 2011	1,295			
e From 2012				
f Total of lines 3a through e	61,234			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 31,917				
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				25,269
e Remaining amount distributed out of corpus	6,648			
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:	67,882			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	27,158			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	40,724			
10 Analysis of line 9				
a Excess from 2009	27,119			
b Excess from 2010	5,662			
c Excess from 2011	1,295			
d Excess from 2012				
e Excess from 2013	6,648			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling	► <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																										
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="3" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2013</th> <th style="text-align: center;">(b) 2012</th> <th style="text-align: center;">(c) 2011</th> <th style="text-align: center;">(d) 2010</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2013	(b) 2012	(c) 2011	(d) 2010																														
Tax year					Prior 3 years			(e) Total																																			
(a) 2013	(b) 2012	(c) 2011	(d) 2010																																								
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="3" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2013</th> <th style="text-align: center;">(b) 2012</th> <th style="text-align: center;">(c) 2011</th> <th style="text-align: center;">(d) 2010</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2013	(b) 2012	(c) 2011	(d) 2010																														
Tax year					Prior 3 years			(e) Total																																			
(a) 2013	(b) 2012	(c) 2011	(d) 2010																																								
(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	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Tax year</th> <th colspan="3" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2013</th> <th style="text-align: center;">(b) 2012</th> <th style="text-align: center;">(c) 2011</th> <th style="text-align: center;">(d) 2010</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2013	(b) 2012	(c) 2011	(d) 2010																														
Tax year					Prior 3 years			(e) Total																																			
(a) 2013	(b) 2012	(c) 2011	(d) 2010																																								
(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))

N/A

- 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

N/A

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

N/A

- c** Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 5				31,917
Total			► 3a	31,917
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate****a Debt-financed property****b Not debt-financed property****6 Net rental income or (loss) from personal property****7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue a _____**

- b _____
- c _____
- d _____
- e _____

12 Subtotal Add columns (b), (d), and (e)

14 4

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

13 33,494

(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.)
N/A	

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		

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.

B-11. If yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

Sign
Here

 X *Jeffrey Appelton*
Signature of officer or trustee

5.13.2014

11

~~PRESIDENT~~ ~~SECRETARY~~

Signature of officer or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	JOSEPH E. RECCHIA		JOSEPH E. RECCHIA	05/07/14	
	Firm's name ► MARTINET RECCHIA INC		PTIN	P00172539	
	Firm's address ► 5000 E 345TH ST WILLOUGHBY, OH 44094-4611		Firm's EIN ►	34-1331802	
		Phone no	440-942-3900		

Federal Statements**Form 990-PF - General Footnote****Description**

DURING 2013, THE JOSEPH AND MOLLIE MENDES CHARITABLE FUND (EIN: 34-1622034) TRANSFERRED TWO-THIRDS OF ITS NET ASSETS TO THE FOLLOWING NEWLY-CREATED PRIVATE FOUNDATIONS (ONE-THIRD OF THE VALUE OF THIS FUND'S NET ASSETS WERE DISTRIBUTED TO EACH OF THE NEW FOUNDATIONS) :

THE MORTON MENDES CHARITABLE FOUNDATION (EIN: 46-1787457)

FAYE KAPLAN CHARITABLE FOUNDATION (EIN: 46-1787347)

THE COST BASIS OF THE ASSETS TRANSFERRED WERE CARRIED OVER AND WILL BE SHOWN ON THE TWO NEWLY-CREATED FOUNDATIONS' FORM 990-PF (PART III - "ANALYSIS OF CHANGES IN NET ASSETS OR FUND BALANCES").

FOR PURPOSES OF DETERMINING QUALIFICATION FOR REDUCED TAX ON NET INVESTMENT INCOME UNDER IRC SECTION 4940(E), BASE PERIOD ADJUSTED QUALIFYING DISTRIBUTIONS AND NET VALUE OF NONCHARITABLE-USE ASSETS WERE ALLOCATED ONE-THIRD TO EACH OF THE THREE FOUNDATIONS NOTED ABOVE.

2347 FAYE KAPLAN CHARITABLE FOUNDATION
46-1787347
FYE: 12/31/2013

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
EXPENSES	\$ 150	\$ 150	\$ 150	\$ 0
ANNUAL FEE	\$ 150	\$ 150	\$ 150	
TOTAL	\$ 150	\$ 150	\$ 150	\$ 0

Statement 2 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MERRILL LYNCH	\$ 0	\$ 469,849	COST	\$ 456,680
TOTAL	\$ 0	\$ 469,849		\$ 456,680

Statement 3 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MERRILL LYNCH	\$ 0	\$ 13,674	COST	\$ 16,935
TOTAL	\$ 0	\$ 13,674		\$ 16,935

Federal Statements**Statement 4 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
ROUNDING	\$ 4
TRANSFERS FROM JOSEPH & MOLLIE MENDES FUND	<u>508,633</u>
TOTAL	\$ 508,637

2347 FAYE KAPLAN CHARITABLE FOUNDATION
46-1787347
FYE: 12/31/2013

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Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
Name	Address	Address			
ADOPTION NETWORK CLEVELAND CLEVELAND OH 44103	NONE	4614 PROSPECT AVE. PUBLIC	CHARITY		500
AMERICAN RED CROSS FORT WAYNE IN 46801	NONE	PO BOX 2604 PUBLIC	CHARITY		100
BELLEFAIRE JCB SHAKER HEIGHTS OH 44118	NONE	22001 FAIRMOUNT BLVD. PUBLIC	CHARITY		192
CASE WESTERN RESERVE UNIVERSITY CLEVELAND OH 44106	NONE	10900 EUCLID AVE. PUBLIC	CHARITY		100
CITY MISSION CLEVELAND OH 44103	NONE	5310 CARNEGIE AVE. PUBLIC	CHARITY		100
CLEVELAND ANIMAL PROTECTIVE LEAGUE CLEVELAND OH 44113	NONE	1729 WILEY AVE. PUBLIC	CHARITY		200
CLEVELAND FOODBANK CLEVELAND OH 44110	NONE	15500 S. WATERLOO RD. PUBLIC	CHARITY		100
CLEVELAND MUSEUM OF ART CLEVELAND OH 44106	NONE	11150 EAST BLVD. PUBLIC	CHARITY		250
CLEVELAND PLAYHOUSE CLEVELAND OH 44114	NONE	1901 E. 13TH ST. PUBLIC	CHARITY		1,300
CLEVELAND SIGHT CENTER CLEVELAND OH 44106	NONE	1909 EAST 101ST ST. PUBLIC	CHARITY		200
FAIRMOUNT TEMPLE BEACHWOOD OH 44122	NONE	23737 FAIRMOUNT BLVD. PUBLIC	CHARITY		5,000
HABITAT FOR HUMANITY AMERICUS GA 31709	NONE	121 HABITAT ST. PUBLIC	CHARITY		100
HADASSAH NEW YORK CITY NY 10019	NONE	50 W. 58TH ST. PUBLIC	CHARITY		1,000
HUNGER NETWORK OF GREATER CLEVELAND CLEVELAND OH 44113	NONE	614 W. SUPERIOR AVE. PUBLIC	CHARITY		100
JDN EARLY CHILDHOOD CENTER CLEVELAND OH 44118	NONE	22001 FAIRMOUNT BLVD. PUBLIC	CHARITY		8,000
JEWISH FAMILY SERVICE ASSOCIATION BEACHWOOD OH 44122	NONE	24075 COMMERCE PARK RD. PUBLIC	CHARITY		100
JEWISH FEDERATION OF CLEVELAND CLEVELAND OH 44122	NONE	25701 SCIENCE PARK DR. PUBLIC	CHARITY		4,000

Federal Statements

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Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Address	Status	Purpose	Amount
MAKE A WISH INDEPENDENCE OH 44131	NONE	6060 ROCKSIDE WOODS BLVD.				100
MALTZ MUSEUM OF JEWISH HERITAGE BEACHWOOD OH 44122	NONE	2929 RICHMOND RD.	PUBLIC	CHARITY		100
MANDEL JEWISH COMMUNITY CTR OF BEACHWOOD OH 44122	CLEV	26001 S. WOODLAND RD.	PUBLIC	CHARITY		3,000
MARINE TOYS FOR TOTS TRIANGLE VA 22172	NONE	18251 QUANTICO GATEWAY DR	PUBLIC	CHARITY		25
MAYFIELD CEMETARY CLEVELAND HEIGHTS OH 44111	NONE	2749 MAYFIELD RD.	PUBLIC	CHARITY		100
MENORAH PARK FOUNDATION BEACHWOOD OH 44122	NONE	27100 CEDAR RD.	PUBLIC	CHARITY		100
MILESTONES AUTISM ORGANIZATION BEACHWOOD OH 44122	NONE	23880 COMMERCE PARK	PUBLIC	CHARITY		450
THE MONTEFIORE FOUNDATION BEACHWOOD OH 44122	NONE	1 DAVID MYERS PARKWAY	PUBLIC	CHARITY		1,000
MUSCULAR DYSTROPHY TUCSON AZ 85718	NONE	3300 E. SUNRISE DR.	PUBLIC	CHARITY		200
NATIONAL COUNCIL OF JEWISH WOMEN WARRENSVILLE HEIGHTS OH 4	PLAYHOUSE SQUARE CLEVELAND OH 44115	26055 EMERY RD.	PUBLIC	CHARITY		1,000
SUSAN G. KOMEN FOR THE CURE DALLAS TX 75244	1501 EUCLID AVE.	5005 LBJ FREEWAY	PUBLIC	CHARITY		2,500
UNICEF NEW YORK NY 10038	125 MAIDEN LANE	13110 SHAKER SQUARE	PUBLIC	CHARITY		100
WCPN/IDEASTREAM CLEVELAND OH 44115	1375 EUCLID AVE.	CLEVELAND OH 44115	PUBLIC	CHARITY		100
WVIZ/IDEASTREAM CLEVELAND OH 44115	1375 EUCLID AVE.	YOUNG AUDIENCES NORTHEAST OHIO CLEVELAND OH 44120	PUBLIC	CHARITY		100
		13110 SHAKER SQUARE	PUBLIC	CHARITY		1,600

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46-1787347
FYE: 12/31/2013

Federal Statements

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Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
TOTAL					<u>31,917</u>