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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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013 , and ending APR 30, 2014

Name of foundation

RALPH L & FLORENCE A BERNARD FOUNDATION

A Employer identification number

34-1867382

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

1735 S. HAWKINS, SUITE 3

Room/suite

B Telephone number

(330) 836-9306

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

AKRON, OH 44320

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,778,539.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	68.	68.		
	4 Dividends and interest from securities	85,556.	85,556.		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	140,893.			
	b Gross sales price for all assets on line 6a 920,145.				
	7 Capital gain net income (from Part IV, line 2)		140,893.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	226,517.	226,517.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 1	6,006.	6,006.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	5,973.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	48,404.	48,404.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,383.	54,410.		0.
	25 Contributions, gifts, grants paid	383,750.			383,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	444,133.	54,410.		383,750.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-217,616.			
	b **Net investment income** (if negative, enter -0-)		172,107.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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09510729 758751 08016003 2013.04010 RALPH L & FLORENCE A BERNAR 08016051

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	283,317.	20,392.	20,392.
	3 Accounts receivable ▶ 11,207.			
	Less: allowance for doubtful accounts ▶	11,207.	11,207.	11,207.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	3,467,904.	2,108,903.	2,817,624.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	185,778.	1,590,088.	1,929,316.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,948,206.	3,730,590.	4,778,539.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	928,307.	928,307.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,219,086.	1,219,086.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,800,813.	1,583,197.	
	30 **Total net assets or fund balances**	3,948,206.	3,730,590.	
	31 **Total liabilities and net assets/fund balances**	3,948,206.	3,730,590.	

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	3,948,206.
2	Enter amount from Part I, line 27a	2	-217,616.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,730,590.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,730,590.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	920,145.		779,252.	140,893.

	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				140,893.

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	140,893.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	195,650.	4,461,075.	.043857
2011	232,800.	4,264,596.	.054589
2010	93,250.	3,211,328.	.029038
2009	82,497.	1,712,544.	.048172
2008	97,185.	1,690,784.	.057479

2	**Total** of line 1, column (d)	2	.233135
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	.046627
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,739,689.
5	Multiply line 4 by line 3	5	220,997.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,721.
7	Add lines 5 and 6	7	222,718.
8	Enter qualifying distributions from Part XII, line 4	8	383,750.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,721.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,721.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,721.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 7,800.		
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	7,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,079.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,760. **Refunded** ▶	11	4,319.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RALPH BERNARD JR Telephone no. ▶ 330-836-9306

Located at ▶ 1735 S. HAWKINS AVE, AKRON, OH ZIP+4 ▶ 44320

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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		X

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

			Yes	No
	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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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. ▶ _____, _____, _____, _____			
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?	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)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RALPH L BERNARD JR. 1040 RIVERWOODS DRIVE AKRON, OH 44313-5948	TRUSTEE 0.00	0.	0.	0.
REGINA A DAIN 581 RIDGEWOOD TER. MOUNT LAUREL, NJ 08054	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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**

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 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,452,969.
b	Average of monthly cash balances	1b	113,377.
c	Fair market value of all other assets	1c	245,521.
d	**Total** (add lines 1a, b, and c)	1d	4,811,867.
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	4,811,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,178.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,739,689.
6	**Minimum investment return.** Enter 5% of line 5	6	236,984.

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	236,984.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,721.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,721.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	235,263.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	235,263.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	235,263.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	383,750.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	383,750.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,721.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	382,029.

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				235,263.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011 21,976.				
e From 2012				
f **Total** of lines 3a through e	21,976.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 383,750.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				235,263.
e Remaining amount distributed out of corpus	148,487.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	170,463.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	170,463.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 21,976.				
d Excess from 2012				
e Excess from 2013 148,487.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

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:

RALPH L. BERNARD, JR., 330-836-9306
1735 S. HAWKINS, SUITE 3, AKRON, OH 44320

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

NO SET GUIDELINES ARE IN EXISTENCE.

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARCHBISHOP HOBAN HIGH SCHOOL ONE HOLD CROSS BOULEVARD AKRON, OH 44306			RELIGIOUS/EDUCATION	250,000.
HOLY CROSS HIGH SCHOOL 5035 ROUTE 130 SOUTH DELRAN, NJ 08075			RELIGIOUS/EDUCATION	4,500.
OUR LADY OF GOOD COUNSEL SCHOOL 23 WEST PROSPECT AVENUE MOORESTOWN, NJ 08057			PHILANTHROPIC	12,000.
OUR LADY OF THE ELMS HIGH SCHOOL 1375 WEST EXCHANGE STREET AKRON, OH 44313			RELIGIOUS/EDUCATION	50,000.
SEVERAL SOURCES FOUNDATION P O BOX 157 RAMSEY, NJ 07446			PHILANTHROPIC	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	383,750.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	68.	
4 Dividends and interest from securities			14	85,556.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	140,893.	
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)		0.		226,517.	0.
13 **Total**. Add line 12, columns (b), (d), and (e)				13	226,517.

(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).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Ralph Bernard 8/14/14 ▶ TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANE J. MAYLE		7/30/14		P00673309

Firm's name ▶ BRUNER-COX LLP — Firm's EIN ▶ 34-0641962

Firm's address ▶ 388 S. MAIN STREET SUITE 403 AKRON, OH 44311 — Phone no. (330)376-0100

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	117 SHRS 3M COMPANY	P	11/21/11	12/04/13
b	194 SHRS A T & T INC NEW	P	08/12/11	09/20/13
c	115 SHRS A T & T INC NEW	P	08/12/11	04/22/14
d	60 SHRS AIR PROD & CHEMICALS INC	P	08/02/11	03/06/14
e	30 SHRS AIR PROD & CHEMICALS INC	P	08/02/11	08/02/13
f	271 SHRS AMERICAN EXPRESS COMPANY	P		03/06/14
g	18 SHRS APPLIE INC	P	01/16/13	12/04/13
h	21 SHRS APPLE INC	P		12/04/13
i	158.284 SHRS AQR MGD FUTURES STRAT FD CL N	P	08/12/11	08/19/13
j	779.834 SHRS ARBITRAGE FUND CLASS I	P	08/12/11	08/14/13
k	260 SHRS AUTO DATA PROCESSING	P	08/02/11	12/04/13
l	560 SHRS BAXTER INTERNATIONAL INC	P		02/26/14
m	85 SHRS BAXTER INTERNATIONAL INC	P	08/02/11	01/22/14
n	493 SHRS DEERE & CO	P	08/24/11	11/01/13
o	153.3430 SHRS DOUBLELINE TOTAL RETURN BD FD CL I	P		08/22/13

	(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	14,776.		9,162.	5,614.
b	6,684.		5,444.	1,240.
c	4,170.		3,227.	943.
d	7,338.		5,194.	2,144.
e	3,185.		2,597.	588.
f	25,325.		13,549.	11,776.
g	10,161.		8,944.	1,217.
h	11,855.		8,584.	3,271.
i	1,600.		1,556.	44.
j	9,983.		10,196.	-213.
k	20,630.		13,015.	7,615.
l	38,870.		23,688.	15,182.
m	5,919.		4,785.	1,134.
n	40,246.		36,429.	3,817.
o	1,663.		1,720.	-57.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				5,614.
b				1,240.
c				943.
d				2,144.
e				588.
f				11,776.
g				1,217.
h				3,271.
i				44.
j				-213.
k				7,615.
l				15,182.
m				1,134.
n				3,817.
o				-57.

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). If (loss), enter "-0-" in Part I, line 8	3	

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	2910.9870 SHRS DOUBLELINE TOTAL RETURN BD FD CL I	P		08/22/13
b	110.798 SHRS DRIEHAUS ACTIVE INCM FD	P	08/16/11	08/16/13
c	520.574 SHRS DRIEHAUS EMERGING MRKTS GROWTH FUND	P	08/16/11	03/11/14
d	340 SHRS E M C CORP MASS	P		10/23/13
e	311 SHRS EQUIFAX INC	P	09/27/11	12/04/13
f	140 SHRS EXXON MOBIL CORPORATION	P	11/11/60	10/03/13
g	67 SHRS EXXON MOBIL CORPORATION	P	11/11/60	12/04/13
h	55 SHRS INTL BUSINESS MACHINES	P	08/02/11	03/21/14
i	20 SHRS INTL BUSINESS MACHINES	P		01/21/14
j	25 SHRS INTL BUSINESS MACHINES	P	08/02/11	04/16/14
k	60 SHRS ISHARES CORE S&P ETF SMALLCAP	P	09/13/13	12/04/13
l	55 SHRS ISHARES CORE S&P ETF SMALLCAP	P	10/31/11	12/04/13
m	575 SHRS ISHARES MSCI ACWI ETF	P	09/25/13	12/04/13
n	20 SHRS ISHARES S&P MIDCAP 400 GROWTH ETF	P	07/27/11	02/03/14
o	200 SHRS ISHARES S&P MIDCAP 400 GROWTH ETF	P	07/27/11	12/04/13

	(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	31,563.		32,647.	-1,084.
b	1,191.		1,167.	24.
c	16,700.		15,938.	762.
d	7,980.		8,621.	-641.
e	20,769.		9,965.	10,804.
f	11,982.		4,953.	7,029.
g	6,324.		2,370.	3,954.
h	10,271.		9,895.	376.
i	3,756.		3,604.	152.
j	4,913.		4,498.	415.
k	6,351.		5,869.	482.
l	5,822.		3,757.	2,065.
m	32,260.		31,260.	1,000.
n	2,861.		2,167.	694.
o	29,017.		21,666.	7,351.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-1,084.
b				24.
c				762.
d				-641.
e				10,804.
f				7,029.
g				3,954.
h				376.
i				152.
j				415.
k				482.
l				2,065.
m				1,000.
n				694.
o				7,351.

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). If (loss), enter "-0-" in Part I, line 8 3

323591
05-01-13

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	1010 SHRS ISHARES TR RUSSELL 2000 VALUE ETF	P	10/22/12	09/13/13
b	449 SHRS ISHARES TR RUSSELL 2000 VALUE ETF	P	02/06/12	09/13/13
c	2280 SHRS ISHARES US HOME CONST HOME CONSTRUCTION	P	09/20/12	08/15/13
d	412 SHRS JPMORGAN CHASE & CO	P		03/06/14
e	302.855 SHRS MAINSTAY MARKETFIELD FD CL I	P	10/03/12	08/15/13
f	392 SHRS MC DONALDS CORP	P	09/07/11	02/12/14
g	108 SHRS MICROSOFT CORP	P	11/11/60	04/23/13
h	187 SHRS MICROSOFT CORP	P	11/11/60	04/24/14
i	65 SHRS MICROSOFT CORP	P	11/11/60	09/03/13
j	110 SHRS NIKE INC CLASS B	P		12/04/13
k	85 SHRS NIKE INC CLASS B	P	08/02/12	09/26/13
l	216 SHRS PEABODY ENERGY CORP	P	12/17/12	06/24/13
m	975 SHRS PEABODY ENERGY CORP	P	11/04/11	06/24/13
n	1399.301 SHRS PIMCO ALL ASSET INSTL CL	P	07/29/11	08/14/13
o	3265 SHRS POWERSHS DB COMMDTY INDX	P		04/11/14

	(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	90,966.		73,557.	17,409.
b	40,439.		32,755.	7,684.
c	46,405.		45,777.	628.
d	24,300.		14,693.	9,607.
e	5,339.		4,724.	615.
f	37,433.		34,982.	2,451.
g	3,396.		1,013.	2,383.
h	7,390.		1,754.	5,636.
i	2,069.		610.	1,459.
j	8,656.		4,803.	3,853.
k	5,921.		3,940.	1,981.
l	3,195.		5,784.	-2,589.
m	14,423.		41,547.	-27,124.
n	16,994.		17,529.	-535.
o	85,793.		84,803.	990.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				17,409.
b				7,684.
c				628.
d				9,607.
e				615.
f				2,451.
g				2,383.
h				5,636.
i				1,459.
j				3,853.
k				1,981.
l				-2,589.
m				-27,124.
n				-535.
o				990.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	1615 SHRS POWERSHS DB US DOLLAR TRINDEX BULLISH F	P		08/14/13
b	32 SHRS PROCTER & GAMBLE	P	04/29/13	12/04/13
c	15 SHRS SHERWIN WILLIAMS CO	P	07/19/13	03/06/14
d	10 SHRS SHERWIN WILLIAMS CO	P	07/19/13	01/29/14
e	70 SHRS SPDR S&P MIDCAP 400 ETF	P	01/06/12	03/11/14
f	180 SHRS SPDR S&P MIDCAP 400 ETF	P		12/04/13
g	25 SHRS UNITED PARCEL SERVICE B CLASS B	P	08/02/11	01/29/14
h	185 SHRS WAL-MART STORES INC	P	07/27/12	03/11/14
i	403.45 SHRS WASATCH LONG SHORT FD INV	P	07/27/11	08/15/13
j	CAPITAL GAIN DISTRIBUTIONS	P		
k	POWERSHARES DB COMMODITY INDEX	P		
l	POWERSHARES DB COMMODITY INDEX	P		
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	35,652.		35,438.	214.
b	2,655.		2,480.	175.
c	3,037.		2,556.	481.
d	1,906.		1,704.	202.
e	17,468.		11,367.	6,101.
f	42,559.		29,230.	13,329.
g	2,380.		1,670.	710.
h	13,784.		13,811.	-27.
i	6,270.		5,289.	981.
j	7,550.			7,550.
k			39.	-39.
l			930.	-930.
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				214.
b				175.
c				481.
d				202.
e				6,101.
f				13,329.
g				710.
h				-27.
i				981.
j				7,550.
k				-39.
l				-930.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	140,893.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. PAUL SCHOOL 1580 BROWN STREET AKRON, OH 44301			RELIGIOUS/EDUCATION	2,500.
ST. VINCENT - ST. MARY HIGH SCHOOL 15 NORTH MAPLE STREET AKRON, OH 44303			RELIGIOUS/EDUCATION	50,000.
THE SALVATION ARMY P O BOX 1047 AKRON, OH 44309			PHILANTHROPIC	750.
UNITED WAY OF SUMMIT COUNTY 90 NORTH PROSPECT STREET AKRON, OH 44304			PHILANTHROPIC	500.
MERCYHURST COLLEGE 501 EAST 38TH STREET ERIE, PA 16546			EDUCATION	1,000.
REGINA HEALTH CENTER 5232 BROADVIEW ROAD RICHFIELD, OH 44286			MEDICAL	1,000.
ST. SEBASTIAN PARISH FOUNDATION 476 MULL AVENUE AKRON, OH 44320			RELIGIOUS	10,000.
Total from continuation sheets				65,750.

323631
05-01-13

FORM 990-PF ACCOUNTING FEES STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEE	6,006.	6,006.		0.
TO FORM 990-PF, PG 1, LN 16B	6,006.	6,006.		0.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	5,973.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,973.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	200.	200.		0.
INVESTMENT FEES	40,997.	40,997.		0.
PARTNERSHIP - OTHER DEDUCTION	886.	886.		0.
BANK FEES	25.	25.		0.
PARTNERSHIP - OTHER LOSS	6,296.	6,296.		0.
TO FORM 990-PF, PG 1, LN 23	48,404.	48,404.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	1,283,926.	1,960,757.
MUTUAL FUNDS - SEE ATTACHED	824,977.	856,867.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,108,903.	2,817,624.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED PARTNERSHIPS - SEE ATTACHED	FMV	177,998.	176,531.
OTHER INVESTMENTS - SEE ATTACHED	FMV	1,412,090.	1,752,785.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,590,088.	1,929,316.

RALPH L & FLORENCE A BERNARD FOUNDATION

2013 – FORM 990-PF

ATTACHMENT

Investments - Cost and Fair Market Value

Income Summary

	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Schwab One Interest	0.00	1.08	0.00	3.22
Cash Dividends	0.00	4,067.68	0.00	16,873.44
Total Income	0.00	4,068.76	0.00	16,876.66

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	130,398.98	3%
Total Cash	130,398.98	3%
Total Cash	130,398.98	3%

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
A T & T INC NEW SYMBOL: T	1,004.0000	35.7000	35,842.80 *28,176.65*	<1%	7,666.15	5.15%	1,847.36
							Accrued Dividend: 514.74
ABBOTT LABORATORIES SYMBOL: ABT	712.0000	38.7400	27,582.88 *5,033.88*[t]	<1%	22,549.00	2.27%	626.56
							Accrued Dividend: 156.64
ABBVIE INC SYMBOL: ABBV	1,237.0000	52.0800	64,422.96 *30,596.49*[t]	1%	33,826.47	3.07%	1,979.20
							Accrued Dividend: 519.54

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
AGILENT TECHNOLOGIES INC SYMBOL: A	685.0000	54.0400	37,017.40 *40,341.99*	<1%	(3,324.59)	0.97%	361.68
AIR PROD & CHEMICALS INC SYMBOL: APD	470.0000	117.5200	55,234.40 *40,684.13*	1%	14,550.27	2.41%	1,334.80
							Accrued Dividend: 361.90
AMERICAN EXPRESS COMPANY SYMBOL: AXP	620.0000	87.4300	54,206.60 *30,292.61*	1%	23,913.99	1.05%	570.40
							Accrued Dividend: 142.60
APPLE INC SYMBOL: AAPL	106.0000	590.0900	62,549.54 *42,596.07*	1%	19,953.47	2.06%	1,293.20
APPLIED MATERIALS INC SYMBOL: AMAT	1,955.0000	19.0600	37,262.30 *37,737.05*	<1%	(474.75)	2.09%	782.00
AUTO DATA PROCESSING SYMBOL: ADP	715.0000	77.9600	55,741.40 *35,790.88*	1%	19,950.52	2.46%	1,372.80
BORG WARNER INC SYMBOL: BWA	1,172.0000	62.1400	72,828.08 *45,110.46*	1%	27,717.62	0.80%	586.00
COCA COLA COMPANY SYMBOL: KO	1,403.0000	40.7900	57,228.37 *20,287.38*[a]	1%	36,940.99	2.99%	1,711.66
DANAHER CORP DEL SYMBOL: DHR	675.0000	73.3800	49,531.50 *31,798.75*	1%	17,732.75	0.54%	270.00
E M C CORP MASS SYMBOL: EMC	2,064.0000	25.8000	53,251.20 *51,028.27*	1%	2,222.93	1.55%	825.60

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
EQUIFAX INC SYMBOL: EFX	855.0000	70.8100	60,542.55 *27,396.74*	1%	33,145.81	1.41%	855.00
EXPRESS SCRIPTS HLDG CO SYMBOL: ESRX	1,064.0000	66.5800	70,841.12 *74,424.86*	1%	(3,583.74)	0.00%	0.00
EXXON MOBIL CORPORATION SYMBOL: XOM	605.0000	102.4100	61,958.05 *21,402.28*[1]	1%	40,555.77	2.46%	1,524.60
FORD MOTOR COMPANY NEW SYMBOL: F	2,205.0000	16.1500	35,610.75 *38,537.58*	<1%	(2,926.83)	3.09%	1,102.50
FRANKLIN RESOURCES INC SYMBOL: BEN	1,110.0000	52.3500	58,108.50 *47,296.80*	1%	10,811.70	0.91%	532.80
GENERAL DYNAMICS CORP SYMBOL: GD	425.0000	109.4500	46,516.25 *37,800.48*	<1%	8,715.77	2.04%	952.00
							Accrued Dividend: 263.50
GOOGLE INC CL C NON VTG NON VOTING SHARES SYMBOL: GOOG	66.0000	526.6600	34,759.56 *19,769.80*	<1%	14,989.76	0.00%	0.00
GOOGLE INC CLASS A VTG VOTING SHARES SYMBOL: GOOGL	66.0000	534.8800	35,302.08 *19,833.15*	<1%	15,468.93	0.00%	0.00
HOME DEPOT INC SYMBOL: HD	661.0000	79.5100	52,556.11 *24,997.89*	1%	27,558.22	2.36%	1,242.68

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
INTL BUSINESS MACHINES SYMBOL: IBM	180.0000	196.4700	35,364.60 *32,384.98*	<1%	2,979.62	1.93%	684.00
JPMORGAN CHASE & CO SYMBOL: JPM	985.0000	55.9800	55,140.30 *25,359.54*[a]	1%	29,780.76	2.71%	1,497.20
KIMBERLY-CLARK CORP SYMBOL: KMB	399.0000	112.2500	44,787.75 *27,018.72*	<1%	17,769.03	2.99%	1,340.64
MICROSOFT CORP SYMBOL: MSFT	915.0000	40.4000	36,966.00 *8,584.26*[t]	<1%	28,381.74	2.77%	1,024.80
NASDAQ OMX GROUP INC SYMBOL: NDAQ	1,485.0000	36.9000	54,796.50 *48,143.27*	1%	6,653.23	1.40%	772.20
NIKE INC CLASS B SYMBOL: NKE	725.0000	72.9500	52,888.75 *28,848.20*	1%	24,040.55	1.31%	696.00
NORFOLK SOUTHERN CORP SYMBOL: NSC	475.0000	94.5300	44,901.75 *34,822.48*	<1%	10,079.27	2.28%	1,026.00
OMNICOM GROUP INC SYMBOL: OMC	935.0000	67.6800	63,280.80 *42,617.75*	1%	20,663.05	2.36%	1,496.00
PROCTER & GAMBLE SYMBOL: PG	570.0000	82.5500	47,053.50 *34,592.02*[t]	<1%	12,461.48	2.91%	1,371.42
							Accrued Dividend: 366.85
SCHLUMBERGER LTD F SYMBOL: SLB	730.0000	101.5500	74,131.50 *60,359.67*	2%	13,771.83	1.57%	1,168.00

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
SHERWIN WILLIAMS CO SYMBOL: SHW	185.0000	199.8400	36,970.40 *27,265.74*	<1%	9,704.66	1.10%	407.00
SNAP ON INC SYMBOL: SNA	439.0000	116.0000	50,924.00 *28,903.80*	1%	22,020.20	1.51%	772.64
STRYKER CORP SYMBOL: SYK	732.0000	77.7500	56,913.00 *17,350.08*[t]	1%	39,562.92	1.56%	893.04
UNITED PARCEL SERVICE B CLASS B SYMBOL: UPS	400.0000	98.5000	39,400.00 *26,721.78*	<1%	12,678.22	2.72%	1,072.00
WAL-MART STORES INC SYMBOL: WMT	260.0000	79.7100	20,724.60 *18,920.62*	<1%	1,803.98	2.40%	499.20
WELLS FARGO & CO NEW SYMBOL: WFC	1,310.0000	49.6400	65,028.40 *35,858.93*[t]	1%	29,169.47	2.41%	1,572.00
3M COMPANY SYMBOL: MMM	450.0000	139.0900	62,590.50 *35,239.65*	1%	27,350.85	2.45%	1,539.00
Total Equities	31,050.0000		1,960,756.76	40%	676,881.07		37,501.96
		Total Cost Basis	1,283,925.69				

Total Accrued Dividend for Equities: 2,325.77

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DRIEHAUS ACTIVE INCM FD SYMBOL: LCMAX	9,857.6480	10.7600	106,068.29	2%	10.53	103,798.33	2,269.96
JPMORGAN STRATEGIC INCM ♀ OPPTY SLCT SHR SYMBOL: JSOSX	2,852.5690	11.9100	33,974.10	<1%	11.86	33,826.60	147.50
Total Bond Funds	12,710.2170		140,042.39	3%		137,624.93	2,417.46

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
AQR DIVERSIFIED ♀ ARBITRAGE CL I SYMBOL: ADAIX	7,260.7590	10.9800	79,723.13	2%	11.18	81,193.06	(1,469.93)
AQR MGD FUTURES STRAT FD CL N SYMBOL: AQMNX	10,814.7450	9.8300	106,308.94	2%	9.83	106,326.71	(17.77)
ARBITRAGE FUND CLASS I SYMBOL: ARBNX	4,188.7920	12.8300	53,742.20	1%	13.08	54,769.28	(1,027.08)
DRIEHAUS EMERGING MRKTS GROWTH FUND SYMBOL: DREGX	5,369.9590	32.2000	172,912.68	4%	30.62	164,407.07	8,505.61
MAINSTAY MARKETFIELD FD ♀ CL I SYMBOL: MFLDX	4,515.3090	17.8100	80,417.65	2%	15.83	71,484.26	8,933.39
PIMCO ALL ASSET INSTL CL SYMBOL: PAAIX	11,446.7080	12.4400	142,397.05	3%	12.51	143,239.99	(842.94)

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
WASATCH LONG SHORT FD INV SYMBOL: FMLSX	4,934.6730	16.4800	81,323.41	2%	13.36	65,931.40	15,392.01
Total Equity Funds	48,538.9450		716,825.06	15%		687,351.77	29,473.29
Total Mutual Funds	81,241.5290		956,867.45	18%		924,976.70	31,890.75

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
IQ HEDGE MULTI STRT ETF MULTI STRATEGY TRACKER SYMBOL: QAI	2,725.0000	29.2900	79,815.25 *77,091.29*	2%	2,723.96
ISHARES CORE S&P ETF SMALLCAP SYMBOL: IJR	1,350.0000	107.1300	144,625.50 *89,209.46*	3%	55,416.04
ISHARES MSCI CDA ETF CANADA SYMBOL: EWC	2,605.0000	30.5400	79,556.70 *74,640.62*	2%	4,916.08
ISHARES MSCI EMU ETF MSCI EMU SYMBOL: EZU	5,985.0000	43.0500	257,654.25 *210,388.30*	5%	47,265.95

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
ISHARES MSCI GRMNY GERMANY ETF SYMBOL: EWG	2,885.0000	31.6800	91,396.80 *69,045.39*	2%	22,351.41
ISHARES MSCI PAC EX JAPN PACIFIC EX-JAPAN ETF SYMBOL: EPP	2,630.0000	49.3900	129,895.70 *110,542.08*	3%	19,353.62
ISHARES MSCI UTD KINGDM UNITED KINGDOM ETF SYMBOL: EWU	4,165.0000	21.5200	89,630.80 *77,959.88*	2%	11,670.92
ISHARES S&P MIDCAP 400 GROWTH ETF SYMBOL: IJK	1,295.0000	148.6700	192,527.65 *140,283.50*	4%	52,244.15
POWERSHARES ETF DWA SMALLCAP MOMENTUM PORTFOLIO SYMBOL: DWAS	2,655.0000	36.2900	96,349.95 *95,784.36*	2%	565.59
POWERSHS EXCH TRAD FD TR DWA EMERGING MARKETS MOMENTUM PORTFOLIO SYMBOL: PIE	4,497.0000	17.8300	80,181.51 82,214.07	2%	(3,182.56)
SPDR S&P MIDCAP 400 ETF SYMBOL: MDY	1,140.0000	246.8400	281,397.60 *182,058.67*	6%	99,338.93
VANGUARD FTSE EMERGING MARKETS ETF SYMBOL: VWO	4,476.0000	40.9400	183,247.44 *190,797.10*	4%	(7,549.66)

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
VANGUARD FTSE ETF WORLD EX SMALL CAP SYMBOL: VSS	**1,133.0000**	**107.9500**	**122,307.35** *96,731.97*	**3%**	**25,575.38**
VANGUARD REIT SYMBOL: VNQ	**1,381.0000**	**72.9400**	**100,730.14** *93,341.63*	**2%**	**7,388.51**
Total Other Assets (including Publicly Traded Partnerships)	38,922.000 Total Cost Basis		1,929,316.64 1,590,088.32		
Publicly Traded Partnerships	7,152.000 Total Cost Basis		176,531.46 177,998.43		
Other Assets	31,770.000 Total Cost Basis		1,752,785.18 1,412,089.89		

Realized Gain or (Loss)

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
POWERSHS DB COMMDTY INDX: DBC	3,265.0000	multiple	04/11/14	85,793.35	98,356.93	(12,563.58)
INTL BUSINESS MACHINES: IBM	25.0000	08/02/11	04/16/14	4,913.32	4,497.91	415.41
A T & T INC NEW: T	115.0000	08/12/11	04/22/14	4,170.36	3,227.41	942.95

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