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Form 990-PF

## 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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 09-01-2013, and ending 08-31-2014

Name of foundation THE STILLWAGON FAMILY FOUNDATION		A Employer identification number 34-1784044
Number and street (or P O box number if mail is not delivered to street address) 8295 MAPLEVALE DRIVE		Room/suite
City or town, state or province, country, and ZIP or foreign postal code CANFIELD, OH 44406		
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 376,620	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc, received (attach schedule)	160			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	7,517	7,517		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	15,591			
	b Gross sales price for all assets on line 6a 115,870				
	7 Capital gain net income (from Part IV, line 2) . . .		15,591		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	23,268	23,108		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	1,475	0		0
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	586	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	5,505	5,505		0
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	7,566	5,505		0
	25 Contributions, gifts, grants paid . . . . .	16,424			16,424
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	23,990	5,505		16,424
	<b>27 Subtract line 26 from line 12</b>	-722			
	<b>a Excess of revenue over expenses and disbursements</b>				
	<b>b Net investment income</b> (if negative, enter -0-) . . .		17,603		
	<b>c Adjusted net income</b> (if negative, enter -0-) . . .				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing . . . . .					
	2 Savings and temporary cash investments . . . . .		16,770	16,989	16,989	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►					
	4 Pledges receivable ►					
	Less allowance for doubtful accounts ►					
	5 Grants receivable . . . . .					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	7 Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
	8 Inventories for sale or use . . . . .					
	9 Prepaid expenses and deferred charges . . . . .					
	10a Investments—U S and state government obligations (attach schedule)	2,098	4,007	3,997		
	b Investments—corporate stock (attach schedule) . . . . .	256,500	263,934	346,464		
	c Investments—corporate bonds (attach schedule) . . . . .	19,495	9,211	9,170		
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans . . . . .						
13 Investments—other (attach schedule) . . . . .						
14 Land, buildings, and equipment basis ►						
Less accumulated depreciation (attach schedule) ►						
15 Other assets (describe ►) . . . . .						
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	294,863	294,141	376,620			
Liabilities	17 Accounts payable and accrued expenses . . . . .					
	18 Grants payable . . . . .					
	19 Deferred revenue . . . . .					
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .					
	21 Mortgages and other notes payable (attach schedule) . . . . .					
	22 Other liabilities (describe ►) . . . . .					
	23 Total liabilities (add lines 17 through 22) . . . . .	0	0			
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
		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 ► <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
		27 Capital stock, trust principal, or current funds . . . . .		294,863	294,141	
28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			0	0		
29 Retained earnings, accumulated income, endowment, or other funds . . . . .			0	0		
30 Total net assets or fund balances (see page 17 of the instructions) . . . . .			294,863	294,141		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .			294,863	294,141		

## 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	294,863
2	Enter amount from Part I, line 27a . . . . .	2	-722
3	Other increases not included in line 2 (itemize) ► . . . . .	3	0
4	Add lines 1, 2, and 3 . . . . .	4	294,141
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	294,141

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
<b>2</b> Capital gain net income or (net capital loss)		<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	<b>2</b> 15,591
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
<small>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</small>			<b>3</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	15,999	336,507	0.047544
2011	16,888	322,101	0.052431
2010	15,459	344,933	0.044817
2009	13,954	310,955	0.044875
2008	22,481	286,259	0.078534
<b>2</b> Total of line 1, column (d).			<b>2</b> 0.268201
<b>3</b> 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			<b>3</b> 0.053640
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			<b>4</b> 361,322
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 19,381
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 176
<b>7</b> Add lines 5 and 6.			<b>7</b> 19,557
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 16,424

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	352
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	352
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	352
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	360
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	360
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	8
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 8 <b>Refunded</b> <input type="checkbox"/> 11	11	0

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ 0 <b>(2) On foundation managers</b> <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

**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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	

Website address ► N/A

14 The books are in care of ► FREDERICK J STILLWAGON Telephone no ► (330) 533-0559  
 Located at ► 8295 MAPLEVALE DRIVE CANFIELD OH ZIP +4 ► 44406

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

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . ► 16 Yes No  
 See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .	1b		
	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	No	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	► Yes	✓ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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) . . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	No	

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . (3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . (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). . . . . (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  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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. . . . . <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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b 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		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b

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

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

2. List all officers, directors, trustees, foundation managers and their compensation (See instructions.)				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
FREDERICK J STILLWAGON 8295 MAPLEVALE CANFIELD, OH 44406	TRUSTEE 0 00	0	0	
NANCY CARSTENSEN 1465 LAKE ROGER DR KENT, OH 44240	TRUSTEE 0 00	0	0	
PAUL K STILLWAGON 119 HAWTHORNE DR WINCHESTER, VA 22601	TRUSTEE 0 00	0	0	

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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 NONE	0
2 NONE	0
3 NONE	0
4 NONE	0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2 NONE	0
All other program-related investments. See page 24 of the instructions	
3	
<b>Total.</b> 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	345,054
b	Average of monthly cash balances. . . . .	1b	21,770
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	366,824
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	366,824
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	5,502
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	361,322
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	18,066

**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	18,066
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	352
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	352
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	17,714
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	17,714
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	17,714

**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	16,424
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	16,424
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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	16,424
6	<b>Adjusted qualifying distributions.</b> 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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				17,714
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			16,424	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 16,424			16,424	
<b>a</b> Applied to 2012, but not more than line 2a			16,424	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .			0	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				17,714
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

<b>1a</b> 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="text"/>
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
<b>b</b> 85% of line 2a. <input type="text"/>
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
<b>3</b> Complete 3a, b, or c for the alternative test relied upon
<b>a</b> "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
<b>c</b> "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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

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

**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

**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 of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	16,424
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	0

Form 5501-11 (2013) Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .					7,517
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .					15,591
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a					
b					
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .			0		23,108
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .				0	23,108

**Part VLT-B Relationship of Activities to the Accomplishment of Exempt Purposes**

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

**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 or**

## **b** Other transactions

- (1) Sales of assets to a noncharitable exempt organization. . . . .
- (2) Purchases of assets from a noncharitable exempt organization. . . . .
- (3) Rental of facilities, equipment, or other assets. . . . .
- (4) Reimbursement arrangements. . . . .
- (5) Loans or loan guarantees. . . . .
- (6) Performance of services or membership or fundraising solicitations. . . . .

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.**

**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

**Sign** 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 or fiduciary) is based on all information of which preparer has any knowledge.

\* \* \* \* \*

2014-11-13

\* \* \* \* \*

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

---

**Signature of officer or trustee**

Date \_\_\_\_\_

---

**Title**

Print/Type preparer's name	Preparer's Signature	Date 2014-11-12	Check if self-employed <input checked="" type="checkbox"/>	PTIN R0004502
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JAMES DASCENZO		2014-11-12	employed	F00045020
Firm's name	HILL BARTH & KING LLC			Firm's EIN 34-1897225
Firm's address	6603 SUMMIT DRIVE CANFIELD, OH 44406			Phone no (330) 758-8613

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
47 SHS ISHARES MSCI	P	2013-08-01	2013-10-29
168 SHS ISHARES MSCI	P	2013-08-01	2013-10-29
8 SHS MICROSOFT CORP	P	2013-05-06	2013-10-14
3 SHS PFIZER INCORPORATED	P	2012-11-09	2013-10-14
1000 SHS GE CAPITAL INTERNOTES	P	2013-07-31	2013-10-15
6 SHS CITIGROUP INC	P	2013-05-29	2013-12-04
3 SHS COSTCO WHSL CORP	P	2013-01-04	2013-12-04
3 SHS DELPHI AUTOMOTIVE PLC	P	2013-05-29	2013-12-04
8 SHS SPDR EURO STOXX50	P	2013-10-29	2013-12-04
4 SHS GILEAD SCIENCES INC	P	2013-06-28	2013-12-04
3 SHS GNC HOLDINGS INC	P	2013-11-11	2013-12-04
10 SHS ISHARES MSCI GERMANY	P	2013-04-29	2013-12-04
3 SHS AMERISOURCEBERGEN CORP	P	2013-06-28	2013-12-04
2 SHS KROGER COMPANY COMMON	P	2013-05-16	2013-12-04
4 SHS MICROSOFT CORP	P	2013-05-06	2013-12-04
5 SHS POWERSHARES SENIOR	P	2013-06-27	2013-12-04
6 SHS ROBERT HALF INTL INC	P	2013-07-18	2013-12-04
1 SHS CITIGROUP INC	P	2013-05-29	2014-01-08
3 SHS ISHARES MSCI	P	2013-12-19	2014-01-08
48 SHS KROGER COMPANY COMMON	P	2013-05-16	2014-02-26
46 SHS AMERISOURCEBERGEN CORP	P	2013-06-28	2014-03-27
1 SHS INTEL CORP	P	2014-01-08	2014-03-27
8 SHS SPDR S&P 500 TRUST	P	2013-05-29	2014-03-27
7 SHS SPDR S&P 500 TRUST	P	2013-10-11	2014-03-27
762 SHS ISHARES MSCI JAPAN	P	2014-02-13	2014-04-30
220 SHS POWERSHARES DB BASE	P	2014-02-13	2014-05-15
29 SHS GNC HOLDINGS INC	P	2013-11-11	2014-07-28
32 SHS GNC HOLDINGS INC	P	2013-11-12	2014-07-28
00708 SHS VERITIV CORP	P	2014-01-08	2014-07-02
01205 SHS VERITIV CORP	P	2014-01-08	2014-07-08

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
57 SHS POWERSHARES DB ENERGY	P	2014-05-15	2014-08-22
1 SHS POWERSHARES SENIOR	P	2014-01-08	2014-08-18
57 SHS ISHARES MSCI	P	2012-08-20	2013-09-13
66 SHS POWERSHARES DB	P	2009-03-31	2013-09-04
79 SHS POWERSHARES DB	P	2009-04-01	2013-09-04
5 SHS POWERSHARES DB	P	2010-02-02	2013-09-04
47 SHS POWERSHARES DB	P	2010-08-10	2013-09-04
2 SHS CISCO SYSTEMS INC	P	2008-03-12	2013-10-14
11 SHS ISHARES MSCI	P	2012-08-20	2013-10-29
8 SHS ISHARES CORE S&P	P	2010-04-21	2013-10-11
19 SHS ISHARES CORE S&P	P	2010-04-22	2013-10-11
10 SHS ISHARES CORE S&P	P	2010-12-06	2013-10-11
2 SHS INTERNATIONAL PAPER CO	P	2009-10-09	2013-10-14
6 SHS PVH CORP	P	2012-05-29	2013-10-23
17 SHS PVH CORP	P	2012-05-30	2013-10-23
4 SHS PVH CORP	P	2012-05-30	2013-10-24
21 SHS PVH CORP	P	2012-08-02	2013-10-24
2 SHS POWERSHARES S&P	P	2010-08-11	2013-10-14
3 SHS POWERSHARES S&P	P	2010-08-11	2013-10-14
2 SHS POWERSHARES S&P	P	2010-04-28	2013-10-14
2 SHS SPDR BARCLAYS	P	2009-08-05	2013-10-14
3 SHS VANGUARD INTL EQUITY	P	2009-06-26	2013-10-14
46 SHS VANGUARD FTSE	P	2010-05-11	2013-10-11
2 SHS VANGUARD FTSE	P	2010-05-11	2013-10-14
2 SHS AT&T INC	P	2010-08-27	2013-12-04
5 SHS ACCENTURE PLC IRELAND	P	2012-05-02	2013-12-04
2 SHS APPLE INC	P	2008-10-16	2013-12-04
4 SHS BRINKER INTL INC	P	2012-08-02	2013-12-04
4 SHS CARDTRONICS INC	P	2012-05-02	2013-12-04
2 SHS CHEVRON CORPORATION	P	2010-07-27	2013-12-04

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
4 SHS CHURCH & DWIGHT INC	P	2006-02-24	2013-12-04
11 SHS CISCO SYSTEMS INC	P	2008-03-12	2013-12-04
1 SHS CULLEN FROST BANKERS INC	P	2010-12-27	2013-12-04
1 SHS CULLEN FROST BANKERS INC	P	2010-12-28	2013-12-04
8 SHS DICKS SPORTING GOODS INC	P	2010-06-14	2013-12-04
2 SHS EASTMAN CHEMICAL CO	P	2012-08-02	2013-12-04
2 SHS ENSCO PLC	P	2011-05-24	2013-12-04
2 SHS EXXON MOBIL CORP	P	2007-11-28	2013-12-04
2 SHS GRACO INCORPORATED COM	P	2009-05-14	2013-12-04
2 SHS HUBBELL INC CL B	P	2011-03-18	2013-12-04
9 SHS ISHARES CORE S&P MIDCAP	P	2011-01-12	2013-12-04
9 SHS ISHARES CORE S&P	P	2010-12-06	2013-12-04
12 SHS ISHARES MSCI	P	2012-06-26	2013-12-04
1 SHS SHARES IBOXX	P	2010-04-07	2013-12-04
4 SHS INTEL CORP	P	2010-01-05	2013-12-04
4 SHS INTERNATIONAL PAPER CO	P	2009-12-09	2013-12-04
5 SHS KBR INC	P	2011-01-14	2013-12-04
23 SHS KBR INC	P	2011-01-14	2013-12-17
16 SHS KBR INC	P	2011-01-18	2013-12-17
4 SHS KBR INC	P	2011-01-18	2013-12-18
25 SHS KBR INC	P	2011-01-19	2013-12-18
9 SHS METLIFE INC	P	2010-12-17	2013-12-04
6 SHS JPMORGAN	P	2009-09-24	2013-12-04
1 SHS OMNICOM GROUP	P	2012-01-20	2013-12-04
8 SHS ORACLE CORPORATION	P	2011-11-11	2013-12-04
7 SHS PFIZER INCORPORATED	P	2012-11-09	2013-12-04
1 SHS PHILIP MORRIS INTERNATIONAL	P	2012-05-03	2013-12-04
3 SHS PHILLIPS 66	P	2012-11-01	2013-12-04
14 SHS POWERSHARES DB	P	2010-08-10	2013-12-04
9 SHS POWERSHARES S&P	P	2010-08-11	2013-12-04

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
4 SHS POWERSHARES S&P	P	2010-08-12	2013-12-04
16 SHS POWERSHARES S&P	P	2010-08-11	2013-12-04
8 SHS POWERSHARES S&P	P	2010-08-11	2013-12-04
4 SHS POWERSHARES S&P	P	2010-08-11	2013-12-04
10 SHS POWERSHARES S&P	P	2010-04-28	2013-12-04
1 SHS POWERSHARES S&P	P	2010-04-28	2013-12-19
53 SHS POWERSHARES S&P	P	2010-04-29	2013-12-19
2 SHS POWERSHARES S&P	P	2010-08-11	2013-12-19
5 SHS SPDR S&P 500 TRUST	P	2011-09-27	2013-12-04
8 SHS SPDR BARCLAYS	P	2009-08-05	2013-12-04
2 SHS 3M CO	P	2007-04-27	2013-12-04
2 SHS UNION PACIFIC CORP	P	2012-11-27	2013-12-04
3 SHS UNITED TECHNOLOGIES CORP	P	2006-02-24	2013-12-04
3 SHS VANGUARD TOTAL BOND	P	2011-10-13	2013-12-04
51 SHS VANGUARD INTL EQUITY	P	2009-06-26	2013-12-04
7 SHS VANGUARD REIT	P	2009-08-24	2013-12-04
2 SHS VERIZON COMMUNICATIONS	P	2010-08-27	2013-12-04
44 SHS VANGUARD FTSE	P	2010-05-11	2013-12-04
3 SHS WHITING PETROLEUM CORP	P	2009-05-13	2013-12-04
1000 SHS CITIGROUP INC	P	2010-11-10	2013-12-05
1000 SHS KRAFT FOODS INC	P	2010-04-28	2013-12-05
1 SHS METLIFE INC	P	2010-12-17	2014-01-08
15 SHS POWERSHARES DB	P	2010-08-10	2014-02-13
6 SHS POWERSHARES DB	P	2011-01-10	2014-02-13
66 SHS POWERSHARES DB	P	2011-09-28	2014-02-13
23 SHS POWERSHARES DB	P	2012-05-15	2014-02-13
28 SHS VANGUARD INTL EQUITY	P	2009-06-26	2014-02-13
27 SHS VANGUARD INTL EQUITY	P	2009-09-16	2014-02-13
5 SHS VANGUARD INTL EQUITY	P	2010-02-02	2014-02-13
50 SHS VANGUARD INTL EQUITY	P	2010-06-08	2014-02-13

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
45 SHS VANGUARD FTSE	P	2010-05-11	2014-02-13
10 SHS VANGUARD FTSE	P	2011-01-10	2014-02-13
72 SHS VANGUARD FTSE	P	2011-02-25	2014-02-13
115 SHS VANGUARD FTSE	P	2011-06-03	2014-02-13
2000 SHS KRAFT FOODS INC	P	2010-04-28	2014-02-19
5 SHS INTEL CORP	P	2010-01-05	2014-03-27
3 SHS INTEL CORP	P	2010-02-02	2014-03-27
37 SHS INTEL CORP	P	2010-02-18	2014-03-27
3 SHS INTEL CORP	P	2011-01-10	2014-03-27
15 SHS SPDR S&P 500 TRUST	P	2011-09-27	2014-03-27
2000 SHS CITIGROUP INC	P	2010-11-10	2014-06-09
2000 SHS US TREASURY NOTES	P	2010-04-06	2014-06-09
02121 SHS VERITIV CORP	P	2011-01-10	2014-07-02
36061 SHS VERITIV CORP	P	2010-05-27	2014-07-02
19798 SHS VERITIV CORP	P	2009-12-09	2014-07-02
33735 SHS VERITIV CORP	P	2009-12-09	2014-07-08
61446 SHS VERITIV CORP	P	2010-05-27	2014-07-08
03614 SHS VERITIV CORP	P	2011-01-10	2014-07-08
64 SHS POWERSHARES DB	P	2012-05-15	2014-08-22
64 SHS POWERSHARES SENIOR	P	2013-06-27	2014-08-18
3000 SHS GE CAPITAL	P	2013-07-31	2014-08-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
3,067		2,647	420
4,506		3,913	593
274		269	5
87		73	14
1,007		1,005	2
313		314	-1
369		306	63
173		149	24
320		329	-9
291		205	86
177		177	0
298		252	46
209		168	41
83		70	13
156		135	21
124		124	0
232		214	18
55		52	3
46		47	-1
1,919		1,689	230
2,952		2,575	377
25		25	0
1,477		1,321	156
1,292		1,188	104
8,423		8,689	-266
3,553		3,577	-24
943		1,709	-766
1,041		1,904	-863
			0
			0

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
1,614		1,682	-68
25		25	0
3,500		3,291	209
1,750		1,317	433
2,095		1,567	528
133		117	16
1,247		1,085	162
46		51	-5
718		635	83
803		508	295
1,906		1,213	693
1,003		667	336
91		52	39
729		499	230
2,066		1,415	651
478		333	145
2,511		1,603	908
89		44	45
125		68	57
99		51	48
80		73	7
126		96	30
1,836		1,470	366
80		64	16
69		54	15
381		325	56
1,132		193	939
184		129	55
171		118	53
244		150	94

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
264		69	195
234		279	-45
72		62	10
72		62	10
436		231	205
150		105	45
120		109	11
190		174	16
152		45	107
212		137	75
1,169		831	338
955		600	355
241		190	51
114		105	9
95		83	12
184		104	80
165		158	7
688		728	-40
478		518	-40
118		129	-11
740		810	-70
463		394	69
345		271	74
70		47	23
281		260	21
219		170	49
86		90	-4
210		142	68
360		323	37
425		200	225

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
134		101	33
625		375	250
340		181	159
174		93	81
546		253	293
54		25	29
2,843		1,364	1,479
107		46	61
900		593	307
323		291	32
253		164	89
323		245	78
327		175	152
241		249	-8
2,072		1,631	441
458		263	195
99		60	39
1,773		1,406	367
184		59	125
1,130		1,066	64
1,066		1,022	44
54		44	10
384		346	38
154		164	-10
1,691		1,766	-75
589		610	-21
1,075		895	180
1,037		1,045	-8
192		196	-4
1,920		1,864	56

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
1,838		1,438	400
409		354	55
2,941		2,726	215
4,698		4,356	342
2,128		2,044	84
127		104	23
76		59	17
942		766	176
76		62	14
2,769		1,778	991
2,275		2,133	142
2,212		2,098	114
1			1
13		6	7
7		4	3
12		6	6
21		11	10
1		1	0
1,590		1,698	-108
1,570		1,582	-12
3,045		3,014	31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			420
			593
			5
			14
			2
			-1
			63
			24
			-9
			86
			0
			46
			41
			13
			21
			0
			18
			3
			-1
			230
			377
			0
			156
			104
			-266
			-24
			-766
			-863
			0
			0

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-68
			0
			209
			433
			528
			16
			162
			-5
			83
			295
			693
			336
			39
			230
			651
			145
			908
			45
			57
			48
			7
			30
			366
			16
			15
			56
			939
			55
			53
			94

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			195
			-45
			10
			10
			205
			45
			11
			16
			107
			75
			338
			355
			51
			9
			12
			80
			7
			-40
			-40
			-11
			-70
			69
			74
			23
			21
			49
			-4
			68
			37
			225

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			33
			250
			159
			81
			293
			29
			1,479
			61
			307
			32
			89
			78
			152
			-8
			441
			195
			39
			367
			125
			64
			44
			10
			38
			-10
			-75
			-21
			180
			-8
			-4
			56

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			400
			55
			215
			342
			84
			23
			17
			176
			14
			991
			142
			114
			1
			7
			3
			6
			10
			0
			-108
			-12
			31

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BRADDOCK ST UMC 115 WOLFE STREET WINCHESTER, VA 22601	N/A	EXEMPT	GENERAL	1,514
CANFIELD PRESBYTERIAN CHURCH 140 WEST MAIN STREET CANFIELD, OH 44406	N/A	EXEMPT	GENERAL	3,474
LAKE ERIE COLLEGE 391 WEST WASHINGTON STREET PAINESVILLE, OH 44077	N/A	EXEMPT	GENERAL	2,975
SALVATION ARMY YOUNGSTOWN OHIO 10 SOUTH FRUIT STREET YOUNGSTOWN, OH 44511	N/A	EXEMPT	GENERAL	2,000
WINCHESTER MEDICAL CENTER 1840 AMHERST ST WINCHESTER, VA 22601	N/A	EXEMPT	GENERAL	1,000
YORK SYMPHONY ORCHESTRA 50 N GEORGE STREET YORK, PA 17401	N/A	EXEMPT	GENERAL	5,110
MEDICAL CLINIC 301 NORTH CAMERON WINCHESTER, VA 22601	N/A	EXEMPT	GENERAL	351
<b>Total. . . . .</b>			► 3a	16,424

## TY 2013 Accounting Fees Schedule

**Name:** THE STILLWAGON FAMILY FOUNDATION

**EIN:** 34-1784044

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,475	0		0

## TY 2013 Investments Corporate Bonds Schedule

**Name:** THE STILLWAGON FAMILY FOUNDATION

**EIN:** 34-1784044

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	9,211	9,170

## TY 2013 Investments Corporate Stock Schedule

**Name:** THE STILLWAGON FAMILY FOUNDATION

**EIN:** 34-1784044

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	263,934	346,464

## TY 2013 Investments Government Obligations Schedule

**Name:** THE STILLWAGON FAMILY FOUNDATION

**EIN:** 34-1784044

**US Government Securities - End of**

**Year Book Value:** 4,007

**US Government Securities - End of**

**Year Fair Market Value:** 3,997

**State & Local Government**

**Securities - End of Year Book**

**Value:** 0

**State & Local Government**

**Securities - End of Year Fair**

**Market Value:** 0

## TY 2013 Other Expenses Schedule

**Name:** THE STILLWAGON FAMILY FOUNDATION

**EIN:** 34-1784044

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	5,505	5,505		0

## TY 2013 Taxes Schedule

**Name:** THE STILLWAGON FAMILY FOUNDATION**EIN:** 34-1784044

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES PAID	586	0		0