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

OMB No 1545-0052

**2013**

Open to Public Inspection

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

Name of foundation

LOTT-CONLON FOUNDATION

PFDN 20 -0326600

A Employer identification number

34-6557797

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

Room/suite

B Telephone number (see instructions)

10 WEST SECOND ST., 26TH FL

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

DAYTON, OH 45402

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 711,032.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is  
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the  
85% test, check here and attach  
computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input 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	13,175.	13,175.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	24,921.			
b Gross sales price for all assets on line 6a 198,066.				
7 Capital gain net income (from Part IV, line 2)		24,921.		
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)	87.			STMT 2
12 Total Add lines 1 through 11	38,183.	38,096.		
13 Compensation of officers, directors, trustees, etc.	6,503.	4,877.		1,626.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	1,000.			1,000.
24 Total operating and administrative expenses.				
Add lines 13 through 23	8,503.	4,877.	NONE	3,626.
25 Contributions, gifts, grants paid	22,570.			22,570.
26 Total expenses and disbursements Add lines 24 and 25	31,073.	4,877.	NONE	26,196.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	7,110.			
b Net investment income (if negative, enter -0-)		33,219.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.  
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . . NONE			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . STMT 6 . . . . .	515,915.	489,993.	616,646.
	c	Investments - corporate bonds (attach schedule) . STMT 7 . . . . .	56,767.	90,189.	94,386.
Liabilities	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) . . . . .	572,682.	580,182.	711,032.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
Net Assets or Fund Balances	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) . . . . .		NONE	
		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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	572,682.	580,182.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	Total net assets or fund balances (see instructions) . . . . .	572,682.	580,182.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	572,682.	580,182.	

## 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	572,682.
2	Enter amount from Part I, line 27a . . . . .	2	7,110.
3	Other increases not included in line 2 (itemize) ▶ TRANSFER . . . . .	3	400.
4	Add lines 1, 2, and 3 . . . . .	4	580,192.
5	Decreases not included in line 2 (itemize) ▶ WASH SALES . . . . .	5	10.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	580,182.

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 198,066.		173,145.	24,921.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			24,921.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	24,921.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	39,137.	637,393.	0.061402
2011	31,652.	617,135.	0.051289
2010	29,950.	648,322.	0.046196
2009	27,323.	602,481.	0.045351
2008	33,646.	543,713.	0.061882
2 Total of line 1, column (d)			2 0.266120
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.053224
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 677,524.
5 Multiply line 4 by line 3			5 36,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 332.
7 Add lines 5 and 6			7 36,393.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 26,196.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	664.
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	
3 Add lines 1 and 2 . . . . .		3	664.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	664.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	236.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	236.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	428.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		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		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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 . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		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? . . . . .	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	X	
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? If "No," attach explanation. . . . .	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. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		X

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**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 <b>▶</b> <u>N/A</u>				
14	The books are in care of <b>▶</b> <u>KEYBANK N.A., TRUSTEE</u> Telephone no <b>▶</b> <u>(419) 259-8578</u>			
	Located at <b>▶</b> <u>3 SEAGATE SUMMIT ST., TOLEDO, OH</u> ZIP+4 <b>▶</b> <u>43604</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <b>▶</b> <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <u>15</u>				
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>				X

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

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

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

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEYBANK N A TRUSTEE 3 SEAGATE SUMMIT CTR 3RD FLOOR, TOLEDO, OH 43604	TRUSTEE 1	6,503.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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**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		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

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

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**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	687,842.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	687,842.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	687,842.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,318.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	677,524.
6	Minimum investment return. Enter 5% of line 5	6	33,876.

**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	33,876.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	664.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	664.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	33,212.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	33,212.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	33,212.

**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	26,196.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	26,196.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	26,196.

**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 . . . . .				33,212.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			19,198.	
b Total for prior years 20 <u>11</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	NONE			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>26,196.</u>				
a Applied to 2012, but not more than line 2a . . . . .			19,198.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2013 distributable amount . . . . .				6,998.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				26,214.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e Excess from 2013 . . . . .	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

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

N/A

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

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 8

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

N/A

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<b>a Paid during the year</b>				
BITTERSWEET FARMS ATTN: VICKI O'BEE-HILTY 12660 ARCHBOLD WHITE HOUSE OH 43571	NONE	501(C)(3)	GENERAL	10,000.
TOLEDO BALLET ATTN: MARI DAVIES 5001 MONROE ST., SUITE R20 TOLEDO OH 43623-3	NONE	501(C)(3)	CREATIVE MOVEMENT CLASSES FOR ADULTS	2,570.
THE TOLEDO ZOO 2700 BROADWAY TOLEDO OH 43609	NONE	501(C)(3)	GENERAL	10,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				22,570.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				

## 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	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . . . .			14	13,175.	
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	24,921.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____			1	87.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e) . . . . .				38,183.	
13 Total Add line 12, columns (b), (d), and (e) . . . . .				38,183.	

(See worksheet in line 13 instructions to verify calculations )

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	5,740.	5,740.
COMMON TRUST FUNDS	7,435.	7,435.
	-----	-----
TOTAL	13,175.	13,175.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

-----

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

-----

87.

=====



FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

DESCRIPTION  
-----

FORIEGN TAX

TOTALS

LOTT-CONLON FOUNDATION

PFDN 20 -0326600

34-6557797

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE  
AND  
EXPENSES  
PER BOOKS

CHARITABLE  
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI  
OTHER ALLOCABLE EXPENSE-INCOME  
OTHER NON-ALLOCABLE EXPENSE -

200.  
600.  
200.

200.  
600.  
200.

TOTALS

1,000.

1,000.

LOTT-CONLON FOUNDATION PFDN 20 -0326600

34-6557797

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
HARBOR INTERNATIONAL FD	42,934.	47,816.
PIMCO FUNDS-TOTAL RETURN FUND	102,255.	104,523.
PIMCO REAL RETURN FUND	19,494.	20,745.
ISHARES EMERGING MKTS INDEX	22,799.	24,783.
PIMCO COMMODITY REALRETURN STR		
VANGUARD MORGAN GROWTH FD INC	22,885.	37,749.
CULLEN HIGH DIVIDEND EQUITY		
ISHARES RUSSELL MIDCAP INDEX	44,213.	74,451.
ISHARES RUSSELL 1000 GRW INDEX	30,390.	49,423.
ISHARES RUSSELL 2000 INDEX FUN	31,796.	43,710.
TFS MARKET NEUTRAL FUND		
VANGUARD 500 INDEX FUND	42,343.	63,200.
ISHARES COHEN & STEERS RLTY MA	13,333.	15,825.
LEGG MASON BW DIVERS LG CAP VA	43,850.	57,207.
KT SHORT TERM DEPOSIT FUND	14,117.	14,117.
ISHARES 100 VALUE INDEX	44,522.	48,754.
ISHARES MSCI EAFE INDEX FUND	15,062.	14,343.
	-----	-----
TOTALS	489,993.	616,646.
	=====	=====

LOTT-CONLON FOUNDATION PFDN 20 -0326600

34-6557797

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
ISHARES CORE TOTL US BD MKT	56,767.	60,489.
ISHARES BARCLAYS 1-3 YR CR BD	13,179.	13,189.
TEMPLETON GLOBAL BOND FUND	20,243.	20,708.
	-----	-----
TOTALS	90,189.	94,386.
	=====	=====

LOTT-CONLON FOUNDATION PFDN 20 -0326600  
FORM 990PF, PART XV - LINES 2a - 2d

34-6557797

=====

RECIPIENT NAME:

KATE BLASZAK; KEYBANK N.A., TRUSTEE

ADDRESS:

127 PUBLIC SQUARE

CLEVELAND, OH 44114-1306

RECIPIENT'S PHONE NUMBER: 216-689-7663

LETTER STATING PURPOSE OF GRANT AND STATUS OF ORGANIZATION

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 8

## Account Holdings Summary

Account Number		Name			
0326600		LOTT-CONLON FOUNDATION PFDN			
Units	Security Identifier	Security Description	Federal Cost	Market Value	Portfolio Number
550 0000	MUTUAL FUNDS CLOSED END-FIXED		56767 24	60,489 00	
550 0000	CUSIP 464287226	ISHARES CORE TOTL US BD MKT ETF \$2 45500	56767 24	60,489 00	0326600 2
125 0000	MUTUAL FUNDS CLOSED END-GOVT		13178 75	13,188 75	
125 0000	CUSIP 464288646	ISHARES BARCLAYS 1-3 YR CR BD FD \$1 19900	13178 75	13,188 75	0326600.2
215 0000	MUTUAL FUNDS CLSD END-INT'L DEVELOPED EQ		15061 83	14,342 65	
					Unrealized Gain/Loss
					3,721 76
					3,721 76
					10 00
					10 00
					-719 18

### Holdings Total Summary

Cost	580,181 75	Market Value	711,031 56
Unrealized Gain/Loss	130,849 81	% of Portfolio	100 00

## Account Holdings Summary

Account Number		Name				
0326600		LOTT-CONLON FOUNDATION PFDN				
Units	Security Identifier	Security Description	Federal Cost	Market Value	Portfolio Number	Unrealized Gain/Loss
-800 0000 CURRENCY			-800	-800 00		0 00
-800 0000 BANK USD		US DOLLAR CURRENCY	-800	-800 00	0326600 1	0 00
0 0000 BANK USD		US DOLLAR CURRENCY	0	0 00	0326600 2	0 00
2,008.0000 MUTUAL FUNDS CLOSED END-EQUITY			164254.11	232,162 30		67,908 19
175 0000 CUSIP 464287564		ISHARES COHEN & STEERS RLTY MAJ \$2 54500	13333 22	15,825 25	0326600 2	2,492 03

## Holdings Total Summary

Cost	580,181 75	Market Value	711,031 56
Unrealized Gain/Loss	130,849 81	% of Portfolio	100 00



# Account Holdings Summary

Account Number		Name				
0326600		LOTT-CONLON FOUNDATION PFDN				
Units	Security Identifier	Security Description	Federal Cost	Market Value	Portfolio Number	Unrealized Gain/Loss
215 0000	MUTUAL FUNDS CLSD END-INT'L DEVELOPED EQ		15061.83	14,342.65		-719.18
215 0000	CUSIP 464287465	ISHARES MSCI EAFE INDEX FUND \$1 70300	15061.83	14,342.65	0326600 2	-719.18
550 0000	MUTUAL FUNDS CLSD END-INT'L EMERGING EQ		22798.58	24,783.00		1,984.42
550 0000	CUSIP 464287234	ISHARES MSCI EMERGING MKTS INDEX \$0 85800	22798.58	24,783.00	0326600 2	1,984.42
3,624 2160	MUTUAL FUNDS OPEN END-EQUITY		109078.67	158,156.30		49,077.63

## Holdings Total Summary

Cost	580,181.75	Market Value	711,031.56
Unrealized Gain/Loss	130,849.81	% of Portfolio	100.00

# Account Holdings Summary

Account Number

Name

0326600

LOTT-CONLON FOUNDATION PFDN

Units	Security Identifier	Security Description	Federal Cost	Market Value	Portfolio Number	Unrealized Gain/Loss
3,624 2160	MUTUAL FUNDS OPEN END-EQUITY		109078 67	158,156 30		49,077 63
2,770 3320	CUSIP 524686755	LEGG MASON BW DIVERS LG CAP VALU \$0 237	43850 07	57,207 36	0326600 2	13,357 29
412 5350	CUSIP 922908496	VANGUARD 500 INDEX FUND \$2 587	42343 48	63,200 36	0326600 2	20,856 88
441 3490	CUSIP 921928206	VANGUARD MORGAN GROWTH FUND \$0 735	22885 12	37,748 58	0326600 2	14,863 46
9,510 7480	MUTUAL FUNDS OPEN END-FIXED		102254 77	104,523 12		2,268 35

## Holdings Total Summary

Cost	580,181 75	Market Value	711,031 56
Unrealized Gain/Loss	130,849 81	% of Portfolio	100 00

## Account Holdings Summary

Account Number		Name				
0326600		LOTT-CONLON FOUNDATION PFDN				
Units	Security Identifier	Security Description	Federal Cost	Market Value	Portfolio Number	Unrealized Gain/Loss
9,510 7480	MUTUAL FUNDS OPEN END-FIXED		102254 77	104,523 12		2,268 35
9,510 7480	CUSIP 693390700	PIMCO TOTAL RETURN FUND \$0 235	102254 77	104,523 12	0326600 2	2,268 35
1,783 7850	MUTUAL FUNDS OPEN END-GOVT		19493 70	20,745 42		1,251 72
1,783 7850	CUSIP 693391104	PIMCO REAL RETURN FUND \$0 133	19493 70	20,745 42	0326600 2	1,251 72
665 0390	MUTUAL FUNDS OPEN END-INT'L DEVELOPED EQ		42934 38	47,816 30		4,881 92

### Holdings Total Summary

Cost	580,181.75	Market Value	711,031 56
Unrealized Gain/Loss	130,849 81	% of Portfolio	100 00

## Account Number

LOTT-CONLON FOUNDATION PFND

Name

## Holdings Total Summary

580,181 75 Market Value

Unrealized Gain/Loss

130,849 81 % of Portfolio

130,849 81 % of Portfolio

## Account Holdings Summary

Account Number		Name				
0326600		LOTT-CONLON FOUNDATION PFDN				
Units	Security Identifier	Security Description	Federal Cost	Market Value	Portfolio Number	Unrealized Gain/Loss
2,008 0000	MUTUAL FUNDS CLOSED END-EQUITY		164254 11	232,162 30		67,908 19
530 0000	CUSIP 464287614	ISHARES RUSSELL 1000 GRW INDEX \$1 10800	30390.20	49,422 50	0326600.2	19,032 30
475 0000	CUSIP 464287598	ISHARES RUSSELL 1000 VALUE INDEX \$1 83500	44522 27	48,754 00	0326600 2	4,231.73
375 0000	CUSIP 464287655	ISHARES RUSSELL 2000 INDEX FUND \$1 41400	31795 62	43,710 00	0326600.2	11,914.38
453 0000	CUSIP 464287499	ISHARES RUSSELL MIDCAP INDEX FD \$1 97100	44212 80	74,450 55	0326600 2	30,237.75

## Holdings Total Summary

Cost	580,181 75	Market Value	711,031 56
Unrealized Gain/Loss	130,849 81	% of Portfolio	100 00