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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014

Name of foundation WOMENS PROJECT FOUNDATION CO-TA 20 -102300980360		A Employer identification number 13-3417304	
Number and street (or P O box number if mail is not delivered to street address) 4900 TIEDEMAN RD OH-01-19-0150		Room/suite	B Telephone number (see instructions) (216) 689-5834
City or town, state or province, country, and ZIP or foreign postal code BROOKLYN, OH 441442302		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 28,711,643		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,355	1,355		
	4 Dividends and interest from securities.	602,828	602,828		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,906,781			
	b Gross sales price for all assets on line 6a 9,312,778				
	7 Capital gain net income (from Part IV, line 2) . . .		2,906,781		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,510,964	3,510,964		
	13 Compensation of officers, directors, trustees, etc	117,664	88,248		29,416
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,000	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	200	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	127,864	88,248		29,416
	25 Contributions, gifts, grants paid	8,075,158			8,075,158
	26 Total expenses and disbursements. Add lines 24 and 25	8,203,022	88,248		8,104,574
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,692,058			
	b Net investment income (if negative, enter -0-)		3,422,716		
	c Adjusted net income (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	42,817	1,402,344	1,402,344
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	13,478,697	<input checked="" type="checkbox"/> 9,605,562	20,346,141
	c	Investments—corporate bonds (attach schedule).	1,991,275	<input checked="" type="checkbox"/> 2,192,094	2,386,388
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,870,574	<input checked="" type="checkbox"/> 3,491,305	4,576,770
	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)	21,383,363	16,691,305	28,711,643	
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	26,485,641	26,485,641	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-5,102,278	-9,794,336	
	30	Total net assets or fund balances (see page 17 of the instructions)	21,383,363	16,691,305	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,383,363	16,691,305		

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	21,383,363
2	Enter amount from Part I, line 27a	2	-4,692,058
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	16,691,305
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	16,691,305

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,906,781
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 page 18 of 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	7,230,438	31,911,669	0 226577
2011	5,186,271	33,523,507	0 154706
2010	2,424,177	32,738,818	0 074046
2009	5,699,757	27,626,748	0 206313
2008	5,232,197	24,466,598	0 213851

2 Total of line 1, column (d).	2	0 875493
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 175099
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	28,345,279
5 Multiply line 4 by line 3.	5	4,963,230
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	34,227
7 Add lines 5 and 6.	7	4,997,457
8 Enter qualifying distributions from Part XII, line 4.	8	8,104,574

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		1	34,227
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	34,227
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	34,227
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	219,980
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	219,980
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	185,753
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 185,753 Refunded <input checked="" type="checkbox"/>		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b 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
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.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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 Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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 .		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)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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 ▶KEYBANK NA Telephone no ▶(216) 813-4556 Located at ▶4900 TIEDEMAN RD BROOKLYN OH ZIP +4 ▶44144			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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.			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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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	
	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?	<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?	6b		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?	<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).				
(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
KEY PRIVATE BANK OH-01-10-0934	TRUSTEE	117,664	0	0
100 PUBLIC SQUARE SUITE 600 CLEVELAND, OH 44113	10 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	28,776,933
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,776,933
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	28,776,933
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	431,654
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,345,279
6	Minimum investment return. Enter 5% of line 5.	6	1,417,264

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	1,417,264
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	34,227
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,227
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,383,037
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,383,037
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,383,037

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	8,104,574
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,104,574
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	34,227
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,070,347
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				1,383,037
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	4,037,957			
b From 2009.	4,521,706			
c From 2010.	800,952			
d From 2011.	3,642,030			
e From 2012.	5,673,251			
f Total of lines 3a through e.	18,675,896			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 8,104,574				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				1,383,037
e Remaining amount distributed out of corpus	6,721,537			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,397,433			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	4,037,957			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	21,359,476			
10 Analysis of line 9				
a Excess from 2009. . . .	4,521,706			
b Excess from 2010. . . .	800,952			
c Excess from 2011. . . .	3,642,030			
d Excess from 2012. . . .	5,673,251			
e Excess from 2013. . . .	6,721,537			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(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 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 or e-mail address of the person to whom applications should be addressed

WOMEN'S PROJECT FOUNDATION CO MICHA
OH-01-10-0934 100 PUBLIC SQUARE
SUITE 600
CLEVELAND,OH 44113
(216) 689-5834
MICHAEL_A_SIMMONS@KEY.COM

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NO SPECIFIC DEADLINES

d

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

THE FOUNDATION IS FORMED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL PURPOSES, AND PRIMARILY FOR EDUCATIONAL PURPOSES INCLUDING, BUT NOT LIMITED TO, THE WELFARE OF CHILDREN, WOMEN AND FAMILIES, THE EXPANSION OF OPPORTUNITIES FOR WOMEN, AND THE ELIMINATION OF PREJUDICE AND DISCRIMINATION AGAINST WOMEN, BY FUNDING PROJECTS AND ENGAGING IN ACTIVITIES A TO ENHANCE THE ROLE OF WOMEN ARTISTS, INCLUDING BUT NOT LIMITED TO, WRITERS, PAINTERS, SCULPTORS, FILMMAKERS, PHOTOGRAPHERS AND DANCERS B TO ENCOURAGE THE USE OF ART AS A TOOL TO EDUCATE THE PUBLIC REGARDING SOCIAL PROBLEMS AND ACCOMPLISHMENTS C TO PROMOTE EQUAL RIGHTS AND OPPORTUNITIES FOR WOMEN D TO STUDY AND TO DEAL WITH THE PROBLEMS OF VIOLENCE IN THE FAMILY,CHILD ABUSE AND ADULT SURVIVORS OF CHILD ABUSE E EDUCATE THE PUBLIC ABOUT ISSUES AFFECTING SOCIAL WELFARE OF ALL PEOPLE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	8,075,158
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
45 18SHS GOVT NATL MTG	P	1987-04-01	2013-12-15
55 71SHS GOVT NATL MTG	P	1991-09-23	2013-12-15
1500SHS AT&T INC	P	2006-05-19	2013-12-16
1400SHS AMERICAN WATER WORKS	P	2012-01-04	2013-12-16
100SHS APPLE INC	P	2012-02-01	2013-12-16
1200SHS BECTON DICKINSON & CO	P	2006-10-18	2013-12-16
600SHS CELGENE COPR	P	2008-05-30	2013-12-16
1600SHS COCA COLA	P	2011-09-15	2013-12-16
2400SHS COMCAST CORP	P	2010-12-14	2013-12-16
1000SHS DANAHER CORP	P	2013-01-18	2013-12-16
2200SHS WALT DISNEY CO	P	2006-10-18	2013-12-16
1200SHS EMERSON ELEC	P	1996-03-25	2013-12-16
1300SHS EMERSON ELEC	P	1986-09-29	2013-12-16
4000SHS GENERAL ELEC	P	2010-01-28	2013-12-16
1600SHS GILEAD SCIENCES	P	2013-01-18	2013-12-16
100SHS GOOGLE INC CL A	P	2008-02-26	2013-12-16
1000SHS HOME DEPOT	P	2012-09-19	2013-12-16
600SHS INTERCONTINENTAL EXCH	P	2010-04-29	2013-12-16
6000SHS ISHARES MSCI EMERGING MKTS	P	2013-01-18	2013-12-16
1200SHS LINCOLN ELECTRIC	P	2012-11-29	2013-12-16
27932 9610SHS PIMCO TOTAL RETURN FD	P	2012-01-04	2013-12-16
200SHS MASTERCARD INC	P	2012-02-23	2013-12-16
3600SHS PFIZER INC	P	2010-08-20	2013-12-16
5000SHS PHILLIPS 66	P	2012-11-29	2013-12-16
100SHS PRICELINE GROUP	P	2012-11-29	2013-12-16
9940 358SHS PRINCIPAL MIDCAP FD	P	2013-07-25	2013-12-16
1400SHS PROCTER & GAMBLE	P	2012-07-12	2013-12-16
1000SHS QUALCOMM INC	P	2011-02-09	2013-12-16
1000SHS ROYAL DUTCH SHELL	P	1996-04-04	2013-12-16
1000SHS HENRY SCHEIN	P	2010-04-29	2013-12-16

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)
2000SHS SIGMA ALDRICH	P	2006-09-20	2013-12-16
1000SHS STARBUCKS CORP	P	2012-02-01	2013-12-16
11000SHS SUNTRUST BANKS	P	2013-02-22	2013-12-16
1600SHS TJX COS INC	P	2010-12-14	2013-12-16
15290 52SHS TEMPLETON GLOBAL FD	P	2008-03-05	2013-12-16
1000SHS THERMO FISHER SCIENTIFICI	P	2010-04-29	2013-12-16
1200SHS 3M CO	P	2008-10-17	2013-12-16
800SHS UNION PACIFIC	P	2010-08-17	2013-12-16
1200SHS UNITED TECHNOLOGIES	P	2007-06-08	2013-12-16
1500SHS VERIZON COMMUNICATIONS	P	2010-01-28	2013-12-16
1500SHS WELLS FARGO	P	2012-12-07	2013-12-16
800SHS ACCENTURE PLC	P	2011-06-02	2013-12-16
45 52SHS GOVT NAT MTG	P	1987-04-01	2013-12-31
56 13SHS GOVT NATL MTG	P	1991-09-23	2013-12-31
45 86SHS GOVT NATL MTG	P	1987-04-01	2014-02-15
56 55SHS GOVT NATL MTG	P	1991-09-23	2014-02-15
1513 72SHS GOVT NATL MTG	P	1987-04-01	2014-03-17
7273 435SHS GOVT NATL MTG	P	1991-09-23	2014-03-14
1467 16SHS GOVT NATL MTG	P	1987-04-01	2014-04-15
7216 035SHS GOVT NATL MTG	P	1991-09-23	2014-04-15
350SHS PRICELINE GRP	P	2012-11-29	2014-04-25
1420 24SHS GOVT NATL MTG	P	1987-04-01	2014-05-15
7158 21SHS GOVT NATL MTG	P	1991-09-23	2014-05-15
1372 98SHS GOVT NATL MTG	P	1987-04-01	2014-06-16
7099 945SHS GOVT NATL MTG	P	1991-09-23	2014-06-16
1100SHS EMERSON ELEC	P	1986-09-29	2014-06-20
17808 8670SHS PIMCO TOTAL RETURN	P	2012-01-04	2014-06-20
400SHS 3M CO	P	2008-10-17	2014-06-20
1400SHS WALT DISNEY	P	2006-10-18	2014-06-26
1600SHS INTERNATIONAL BUS MACH	P	2013-01-18	2014-06-26

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)
1400SHS ISHARES COR S&P MID-CAP	P	2013-02-22	2014-06-26
3700SHS NEXTERA ENERGY	P	2012-01-04	2014-06-26
4614 675SHS PRINCIPAL MIDCAP	P	2013-07-25	2014-06-26
1000SHS UNION PACIFIC	P	2010-08-17	2014-06-26
800SHS UNITED TECHNOLOGIES	P	2007-06-08	2014-06-26
1003 03SHS GOVT NATL MTG	P	1987-04-01	2014-07-14
7041 245SHS GOVT NATL MTG	P	1991-09-23	2014-07-15
5600SHS AMERICAN WATER WORKS	P	2012-01-04	2014-07-28
3000SHS EMERSON ELEC	P	1986-09-29	2014-07-28
4000SHS GENERAL ELEC	P	2010-01-28	2014-07-28
38806 76SHS PRIN MIDCAP FD	P	2013-07-25	2014-07-28
2000SHS UNITED TECHNOLOGIES	P	2007-06-08	2014-07-28
12000SHS XL GROUP	P	2012-12-07	2014-07-28
964 14SHS GOVT NATL MTG	P	1987-04-01	2014-08-15
6982 11SHS GOVT NATL MTG	P	1991-09-23	2014-08-15
924 96SHS GOVT NATL MTG	P	1987-04-01	2014-09-15
6922 525SHS GOVT NATL MTG	P	1991-09-23	2014-09-15
885 48SHS GOVT NATL MTG	P	1987-04-01	2014-10-15
6862 4950SHS GOVT NATL MTG	P	1991-09-23	2014-10-15
845 71SHS GOVT NATL MTG	P	1987-04-01	2014-11-17
6802 015SHS GOVT NATL MTG	P	1991-09-23	2014-11-17
3000SHS HALLIBURTON CO	P	2014-06-20	2014-11-19
CAPITAL GAINS DIVIDENDS	P		

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)
45		45	0
56		56	0
51,224		37,965	13,259
57,466		43,862	13,604
55,754		46,520	9,234
127,395		86,822	40,573
98,224		36,524	61,700
62,863		56,268	6,595
118,244		53,447	64,797
75,274		59,985	15,289
155,165		68,320	86,845
80,377		24,630	55,747
87,075		8,760	78,315
107,838		65,272	42,566
114,364		62,184	52,180
107,233		45,802	61,431
79,249		59,751	19,498
133,241		71,412	61,829
247,242		267,950	-20,708
85,594		56,436	29,158
300,279		303,352	-3,073
159,333		81,029	78,304
109,072		57,431	51,641
364,004		256,625	107,379
117,222		66,828	50,394
201,292		187,078	14,214
114,546		89,194	25,352
72,789		56,264	16,525
67,486		36,361	31,125
112,338		62,287	50,051

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)
179,779		74,230	105,549
76,399		48,109	28,290
388,795		306,858	81,937
98,621		35,759	62,862
198,777		184,134	14,643
102,298		55,926	46,372
153,128		68,371	84,757
129,776		60,214	69,562
130,572		83,129	47,443
72,374		41,296	31,078
66,008		49,799	16,209
59,764		45,568	14,196
46		46	0
56		56	0
46		46	0
57		57	0
48		9	39
57		64	-7
47		8	39
57		64	-7
405,288		233,896	171,392
47		8	39
58		64	-6
47		8	39
58		65	-7
75,294		7,412	67,882
194,295		192,988	1,307
57,919		22,790	35,129
118,017		43,476	74,541
288,765		310,559	-21,794

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)
198,124		154,267	43,857
375,192		217,797	157,395
99,954		86,848	13,106
99,508		37,634	61,874
92,512		55,419	37,093
370		66	304
59		65	-6
274,775		175,447	99,328
200,930		20,215	180,715
102,178		65,272	36,906
844,823		730,343	114,480
217,659		138,548	79,111
395,989		300,433	95,556
40		7	33
59		66	-7
39		7	32
60		66	-6
39		7	32
60		67	-7
40		7	33
60		67	-7
144,954		209,880	-64,926
6,577			6,577

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	
			0
			0
			13,259
			13,604
			9,234
			40,573
			61,700
			6,595
			64,797
			15,289
			86,845
			55,747
			78,315
			42,566
			52,180
			61,431
			19,498
			61,829
			-20,708
			29,158
			-3,073
			78,304
			51,641
			107,379
			50,394
			14,214
			25,352
			16,525
			31,125
			50,051


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	
			105,549
			28,290
			81,937
			62,862
			14,643
			46,372
			84,757
			69,562
			47,443
			31,078
			16,209
			14,196
			0
			0
			0
			0
			39
			-7
			39
			-7
			171,392
			39
			-6
			39
			-7
			67,882
			1,307
			35,129
			74,541
			-21,794

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	
			43,857
			157,395
			13,106
			61,874
			37,093
			304
			-6
			99,328
			180,715
			36,906
			114,480
			79,111
			95,556
			33
			-7
			32
			-6
			32
			-7
			33
			-7
			-64,926
			6,577

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)				
a <i>Paid during the year</i>				
MOTHERS AGAINST DRUNK DRIVING 15666 SNOW ROAD 201 CLEVELAND, OH 44142		PC	GENERAL OPERATING EXPENSES	10,000
MS FOUNDATION FOR WOMEN INC 12 METROTECH CENTER 26 FLOOR BROOKLYN, NY 11201		PC	SAFETY FUND	200,000
PLANNED PARENTHOOD OF NORTHEAST OHIO 25350 ROCKSIDE ROAD BEDFORD HEIGHTS, OH 44146		PC	PATIENT ASSISTANCE PROGRAM	100,000
PRETERM CLEVELAND INC 12000 SHAKER BOULEVARD CLEVELAND, OH 44120		PC	GENERAL FUND AND FINANCIAL SUPPORT	80,000
THE GOATIE FOUNDATION 4900 TIEDEMAN ROAD BROOKLYN, OH 44144		PF	FUTURE GIVING	7,685,158
Total  3a				8,075,158

TY 2013 Accounting Fees Schedule

Name: WOMENS PROJECT FOUNDATION CO-TA 20
-102300980360

EIN: 13-3417304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOCATED)	10,000	0		0

TY 2013 Investments Corporate Bonds Schedule

Name: WOMENS PROJECT FOUNDATION CO-TA 20
-102300980360

EIN: 13-3417304

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORP BDS - PUBLICLY TRADED	2,192,094	2,386,388

TY 2013 Investments Corporate Stock Schedule

Name: WOMENS PROJECT FOUNDATION CO-TA 20
-102300980360

EIN: 13-3417304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORP STK - PUBLICLY TRADED	9,605,562	20,346,141

TY 2013 Investments - Other Schedule

Name: WOMENS PROJECT FOUNDATION CO-TA 20
-102300980360

EIN: 13-3417304

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	FMV	3,483,570	4,568,953
GNMA	AT COST	7,735	7,817

TY 2013 Other Expenses Schedule

Name: WOMENS PROJECT FOUNDATION CO-TA 20
-102300980360
EIN: 13-3417304

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES	200	0		0