Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: WILLIAM M WEISS FOUNDATION

A Employer identification number: 34-1787366

Number and street (or P O box number if mail is not delivered to street address): 7490 HUNTERS HOLLOW TRAIL

Room/suite:

B Telephone number (see instructions):

City or town, state or province, country, and ZIP or foreign postal code: RUSSELL TWP OH 44072

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,467,752

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

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

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

	Line	Description	(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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2	2		
	4	Dividends and interest from securities	70,495	70,495		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	707,682			
	b	Gross sales price for all assets on line 6a 2,067,546				
	7	Capital gain net income (from Part IV, line 2)		707,682		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	778,179	778,179	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 1	29,456			
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	4,756			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,212	0	0	0
	25	Contributions, gifts, grants paid	289,250			289,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	323,462	0	0	289,250
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	454,717			
	b	**Net investment income** (if negative, enter -0-)		778,179		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	561,029	241,458	241,458
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 3	3,929,321	4,703,609	5,226,294
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,490,350	4,945,067	5,467,752
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,490,350	4,945,067	
	30	**Total net assets or fund balances** (see instructions)	4,490,350	4,945,067	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,490,350	4,945,067	

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	4,490,350
2	Enter amount from Part I, line 27a	2	454,717
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,945,067
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,945,067

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENT			
b	CAPITAL GAIN DISTRIBUTION			
c	CAPITAL GAIN DISTRIBUTION			
d	CAPITAL GAIN DISTRIBUTION			
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	2,067,546	1,477,954		589,592
b	837			837
c	53,010			53,010
d	64,243			64,243
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				589,592
b				837
c				53,010
d				64,243
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 — 707,682

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))
2013	214,250	4,877,836	0.043923
2012	178,000	4,259,579	0.041788
2011	200,000	4,079,885	0.049021
2010	216,566	3,517,037	0.061576
2009	160,653	3,040,735	0.052834

2	**Total** of line 1, column (d)	2	0.249142
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	0.049828
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,432,245
5	Multiply line 4 by line 3	5	270,678
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,782
7	Add lines 5 and 6	7	278,460
8	Enter qualifying distributions from Part XII, line 4	8	289,250

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	7,782
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	7,782
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	7,782
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	176
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	7,958
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 2015 estimated tax** ▶ **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JEFFREY WEISS Telephone no. ▶ 440-684-9600
7490 HUNTERS HOLLOW TRAIL
Located at ▶ RUSSELL TWP OH ZIP+4 ▶ 44072

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

			Yes	No
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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? ☐ Yes ☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A 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 2014? N/A 1c

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No
If "Yes," list the years ▶ 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
▶ 20 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2014 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 2014) N/A 3b

			Yes	No
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 2014?	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 4945(d)(4)(A)? (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)?	N/A	5b
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No: X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
JEFFREY WEISS SO RUSSELL 7490 HUNTERS HOLLOW OH 44072	0.00	0	0	0
DAVID WEISS BAINBRIGE 8432 LAKE SHORE DR OH 44023	0.00	0	0	0

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

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

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

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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		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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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	5,226,526
b	Average of monthly cash balances	1b	288,444
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,514,970
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	5,514,970
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	82,725
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,432,245
6	**Minimum investment return.** Enter 5% of line 5	6	271,612

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	271,612
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 7,782		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,782
3	Distributable amount before adjustments Subtract line 2c from line 1	3	263,830
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	263,830
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	263,830

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	289,250
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	
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	289,250
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	7,782
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	281,468

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.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				263,830
2	Undistributed income, if any, as of the end of 2014:				
a	Enter amount for 2013 only			26,658	
b	Total for prior years: 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2014				
a	From 2009				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 289,250				
a	Applied to 2013, but not more than line 2a			26,658	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2014 distributable amount				262,592
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount – see instructions				
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,238
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

DAA

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 2014, 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 (a) 2014	Prior 3 years (b) 2013	(c) 2012	(d) 2011	(e) Total
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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 4				289,250
Total			▶ 3a	289,250
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					2
4 Dividends and interest from securities			14	66,319	4,176
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					118,090
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b REFUNDS					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		66,319	122,268

13 **Total.** Add line 12, columns (b), (d), and (e) 13 188,587

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 4/27/2015 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY BABIN	[signature]	4/22/15	
Firm's name ▶ GREENWALD & BABIN, INC.		PTIN	P00084285
Firm's address ▶ 3601 GREEN ROAD, SUITE 208		Firm's EIN ▶	34-1395121
BEACHWOOD, OH 44122		Phone no	216-464-7373

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEE	$ 29,306	$	$	$
INVESTMENT FEE	150			
TOTAL	$ 29,456	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE OF OHIO	$ 200	$	$	$
FEDERAL TAX	3,975			
FEDERAL TAX 2012 BALANCE	581			
TOTAL	$ 4,756	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MANNING & NAPIES	$ 468,922	$ 598,278	COST	$ 597,024
FIDELITY	1,339,106	1,506,574	COST	1,773,974
MORGAN STANLEY #168	2,121,293	2,598,757	COST	2,855,296
TOTAL	$ 3,929,321	$ 4,703,609		$ 5,226,294

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AIDS SERVICES AUSTIN TX 73301	PO BOX 4874			
ALBANY PARK THEATRE PROJECT CHICAGO IL 60625	170 NOARTH DEARBORN			6,000

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship / Status	Purpose	Amount
ARC - BERGEN COUNTY HACKENSACK NJ 07601	223 MOORE STREET		
ARC - NATIONAL SILVER SPRINGS MD 20910	1010 WAYNE AVE		5,000
ARC-GREATER CLEVELAND CLEVELAND OH 44115	CLEVELAND		5,000
ARC - OHIO COLUMBUS OH 43210	1335 DUBLIN ROAD		5,000
BAROQUE BAND CHICAGO IL 60603	30 EAST STREET T #1204		2,000
BECK CENTER, THE LAKEWOOD OH 44107	17801 DETROIT AVE		2,500
CHAGRIN FALLS COMMUNITY C CHAGRIN FALLS OH 44023	7060 WOODLAND AVE		20,000
CHICAGO SCHOOL FOR ART CHICAGO IL 60625	CHICAGO		1,500
CLEVELAND CITY CLUB CLEVELAND OH 44114	850 EUCLID AVR		15,000
CLEVELAND CLINIC FOUNDATI CLEVELAND OH 44115	18901 LAKE SHORE DRIVE		
CLEVELAND MUSIC SCHOOL SE CLEVELAND OH 44115	11125 MAGNOLIA DR		10,000
CLEVELAND FOODBANK CLEVELAND OH 44122	11125 MAGNOLIA DR		10,000
COLLEGE NOW GRATER CLEVELAND CLEVELAND OH 44113	50PUBLIC SQUARE		50,000
CLEVELAND SCHOLARSHIP PRO CLEVELAND OH 44115	200 PUBLIC SQ		
CYSTIC FIBROSIS FOUNDATIO BETHESDA MD 20910	6931 ARLINGTON RD		10,000
DOBAMA THEATRE CLEVELAND OH 44115	2490 LEE BLVD		5,000
EVANS SCHOLARS FOUNDATION GOLF IL 60625	1 BRIAR RD		
FAIRMOUNT CENTER FOR THE CLEVELAND OH 44115	8400 FAIRMOUNT RD		5,000

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship / Status	Purpose	Amount
FAIRMOUNT TEMPLE CLEVELAND OH 44115	23737 FAIRMOUNT BLVD		5,000
FIELDSTONE FARM THERAPEUT CHAGRIN FALLS OH 44023	PO BOX 23129		5,000
FINE ARTS ASSOCIATION WILLOUGHBY OH 44094	38660 MENTOR AVE		2,000
FIRST UNITARIAN CHURCH (O SHAKER HEIGHTS OH 44118	2125 CHESTNUT STREET		5,000
FREE MEDICAL CLINIC, THE CLEVELAND OH 44115	12201 EUCLID AVE		
GATHERING PLACE BEACHWOOD OH 44122	23300 COMMERCE PARK		
GEAUGA COUNTY COUNTY BOAR CHESTERLAND OH 44026	8200 CEDAR RD		
GOODMAN THEATER CHICAGO IL 60625	170 NORTH DEARBORN		7,500
HABITAT FOR HUMANITY CLEVELAND OH 44115	2110 WEST 110TH STREET		6,250
HANDS ON PORTLAND PORTLAND OR 97209	1621 NORTH WEST 21ST AVE		
HARVEST FOR HUNGER CLEVELAND OH 44115	15500 S WATERLOO RD		
HATTIE LARLHAM MANTUA OH 44255	9771 DIAGONAL RD		5,000
HEIGHTS PARENT CENTER CLEVELAND HTS OH 44118	14780 SUPERIOR RD		
HELP FOUNDATION CLEVELAND OH 44115	3622 PROSPECT AVE		
HOSPICE OF THE WESTERN R CLEVELAND OH 44115	300 EAST 185TH ST		5,000
IDEASTREAM (WVIZ/WCPN) BEACHWOOD OH 44122	1375 EUCLID AVE		5,000
INGENUITY FESTIVAL BEACHWOOD OH 44122	2429 SUPERIOR AVE		10,000
JEWISH FAMILY SERVICES BEACHWOOD OH 44122	3659 S GREEN RD		

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
LOOKINGGLASS THEATRE COMP CHICAGO IL 60625	875 NORTH MICHIGAN AVE			5,000
MONTEFIORE FOUNDATION BEACHWOOD OH 44122	875 NORTH MICHIGAN AVE			
MUSEUN OF CONTEMPORARY ART CLEVELAND OH 44122	3634 EUCLID AVE			10,000
NEW AVENUES TO INDEPENDEN CLEVELAND OH 44115	17608 EUCLID AVE			15,000
NAMI GREATER CLEVELAND CLEVELAND OH 44115	CLEVELAND			
NORTHWESTERN UNIVERSITY EVANSTON IL 60007	EVANSTON			
NORTH COAST COMMUNITY HOM CLEVELAND OH 44115	14221 BROADWAY AVE			5,000
OHIO SPECIAL OLYMPICS COLUMBUS OH 43210	3303 WINCHESTERN PIKE			
PBS 45-49 PRODUCERS KENT OH 44242	1750 CAMPUS CENTER DR			
PLAYHOUSE SQUARE FOUNDATI CLEVELAND OH 44115	1501 EUCLID AVE			5,000
POLICE ATHLETIC LEAGUE CLEVELAND OH 44115	2100 PAYNE AVE			
PROJECT LOVE BEACHWOOD OH 44122	23511 CHAGREEN BLVD			5,000
ELEANOR RAINEY INSTITUTE CLEVELAND OH 44105	1705 E 55 STREET			20,000
UOFC WOMENS BOARD CHICAGO IL 60625	CHICAGO			1,500
SHAW FESTIVAL FOUNDATION LEWISTON NY 14092	800 FLEET BANK BUILDING			
STEPPENWOLF THEATRE LEWISTON NY 14092	1650 NORTH HALSTED STREET			
TIMELINE THEATRE COMPANY CHICAGO IL 60625	170 NORTH DEARBORN			
VOICES FOR CHILDREN CLEVELAND HTS OH 44118	3634 EUCLID AVE			

Federal Statements

Statement 4 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
VICTORY GARDEN THEATER CHICAGO IL 60007	CHICAGO			7,000
WELCOME HOUSE CLEVELAND OH 44115	20575 CENTER RIDGE RD			5,000
WKHR CHAGRIN FALLS OH 44023	17425 SNYDER ROAD			
WKSU KENT OH 44242	1613 E SUMMIT ST			3,000
WOODBRIDGE DEVELOPMENTAL WOODBRIDGE OH 44242	PO BOX 59			
WRITERS THEATRE GLENCOE IL 60625	376 PARK AVE			
TOTAL				289,250

SCHEDULE FOR PART IV 1B

LINE 10b CORPORATE STOCKS

		DATE OF SALE	Sold Proceeds	Cost	New Purchasing	Contribution	Capital Gain/Loss
	Fidelity #X70-204498						
1068.086	WALT DISNEY	3/18/2014	$ 86,146 34	$ 40,392 90			$ 45,753.44
255 775	ILLINOY TOOL	3/18/2014	$ 20,865.14	$ 12,159 28			$ 8,705.86
471.83	INTL PAPER	3/18/2014	$ 21,980.63	$ 14,242.07			$ 7,738 56
158 253	TUPPERWARE	3/18/2014	$ 12,877 78	$ 8,999 12			$ 3,878.66
500	PETROLEUM	4/2/2014	$ 17,721 34	$ 16,450.50			$ 1,270.84
							$ -
							$ -
							$ -
							$ -
							$ -
							$ -
							$ -
							$ -
							$ -
							$ -
							$ -
	MANNING & NAPIER						$ -
7,333 74	SMALL CAP	1/24/2014	$ 88,703.10	$ 68,240 47			$ 20,462 63
7,775 00	LIFE SCINCES	1/24/2014	$ 96,176 75	$ 61,803 00			$ 34,373 75
6,050 54	TECHNOLOGY SERIES	1/24/2014	$ 76,717 17	$ 64,015 20			$ 12,701.97
2,479 52	LIFE SCINCES	5/22/2014	$ 30,698.17	$ 19,709.68			$ 10,988.49
							$ -
	Morgan stanley #168						
230	AMDOCS	1/6/2014	9,335 79	$ 6,370 95			$ 2,964 84
10	AMDOCS	1/6/2014	$ 405 90	$ 303 72			$ 102 18
10	GOOGLE	1/6/2014	$ 11,190 81	$ 4,706 68			$ 6,484 13
10	GOOGLE	1/6/2014	$ 11,190 80	$ 5,355 03			$ 5,835.77
170	F5 NETWORKS	1/6/2014	$ 17,660.06	$ 14,169.45			$ 3,490.61
70	FACEBOOK	1/6/2014	$ 4,094 63	$ 1,634 48			$ 2,460.15
							$ -
380	ACCOR	2/4/2014	$ 18,135.22	$ 13,205.00			$ 4,930.22
1210	ALCOA	2/4/2014	$ 14,223 66	$ 10,283 55			$ 3,940.11
310	DICKS	2/4/2014	$ 15,928.51	$ 4,423 14			$ 11,505 37
90	DICKS	2/4/2014	$ 4,624.41	$ 2,102.40			$ 2,522.01
520	ELECTRONIC ART	2/4/2014	$ 14,157 27	$ 9,286 58			$ 4,870.69
150	ELECTRONIC ART	2/4/2014	$ 4,083 83	$ 2,887 50			$ 1,196 33
200	ELECTRONIC ART	2/4/2014	$ 5,445 10	$ 2,890.02			$ 2,555 08
740	JUNIPIER	2/4/2014	$ 19,920.08	$ 17,818 76			$ 2,101 32

550 JUNIPIER	2/4/2014	$ 14,805.47	$ 12,732.50	$ 2,072 97
770 JUNIPIER	2/4/2014	$ 20,727.65	$ 13,154 83	$ 7,572.82
60 LINKEDIN	2/4/2014	$ 12,528 58	$ 6,522 68	$ 6,005.90
290 SPIRIT	2/4/2014	$ 13,617 00	$ 5,189 09	$ 8,427.91
40 SYNGENTA	2/4/2014	$ 13,684.34	$ 12,250.00	$ 1,434 34
10 SYNGENTA	2/4/2014	$ 3,421.08	$ 3,200.00	$ 221 08
360 WALT DISNEY	2/4/2014	$ 25,462 75	$ 11,603 63	$ 13,859 12
				$ -
470 BJ'S INC	2/4/2014	$ 12,888 77	$ 15,033 89	$ (2,145.12)
120 F5 NETWORKS	2/4/2014	$ 12,476.78	$ 10,001.96	$ 2,474 82
80 F5 NETWORKS	2/4/2014	$ 8,317.85	$ 6,503.22	$ 1,814.63
260 FACEBOOK	2/4/2014	$ 18,113.96	$ 6,070.92	$ 12,043 04
330 HOMAWAY	2/4/2014	$ 14,069 93	$ 10,058.80	$ 4,011 13
70 PALO ALTO	2/4/2014	$ 4,516.47	$ 3,179.79	$ 1,336 68
610 SKYWORKS	2/4/2014	$ 21,213 42	$ 13,373.70	$ 7,839 72
				$ -
470 DIRECT TV	3/6/2014	$ 34,592.50	$ 21,572 01	$ 13,020.49
140 EMC CORP	3/6/2014	$ 3,851.31	$ 1,535.80	$ 2,315.51
370 EMC CORP	3/6/2014	$ 10,178 47	$ 3,756 47	$ 6,422 01
120 QUALCOMM INC	3/6/2014	$ 9,252 23	$ 7,433 36	$ 1,818.87
				$ -
150 CATERPILLAR	3/6/2014	$ 14,705.67	$ 12,988 88	$ 1,716.79
560 FORTINET INC	3/6/2014	$ 12,218 93	$ 10,241 34	$ 1,977 59
180 FORTINET INC	3/6/2014	$ 3,927 51	$ 3,972 35	$ (44 84)
350 LIN MEDIA	3/6/2014	$ 9,233 74	$ 8,733 45	$ 500.29
220 QUALCOMM INC	3/6/2014	$ 16,962.41	$ 14,561.30	$ 2,401.11
390 SKYWORKS	3/6/2014	$ 14,556.80	$ 8,550.40	$ 6,006.40
				$ -
90 DIGITAL REALTY	4/29/2014	$ 4,782 40	$ 6,249 21	$ (1,466.81)
10 DIGITAL REALTY	4/29/2014	$ 531.38	$ 606.24	$ (74.86)
10 DIGITAL REALTY	4/29/2014	$ 531.37	$ 630 23	$ (98.86)
180 EOG INC	4/29/2014	$ 18,097.11	$ 9,857.13	$ 8,239 98
450 KRAFT FOODS	4/29/2014	$ 25,381.95	$ 21,148 83	$ 4,233 12
620 PETROLEO SA	4/29/2014	$ 8,933.81	$ 11,760 84	$ (2,827.03)
120 RANGE RESOURCES	4/29/2014	$ 10,870.63	$ 7,892 06	$ 2,978 57
				$ -
10 APPLE	4/29/2014	$ 5,941 76	$ 4,177.93	$ 1,763 83
150 TELEFLEX	4/29/2014	$ 16,108 89	$ 11,851.31	$ 4,257 58
				$ -
740 ALCOA INC	5/20/14	$ 9,807 96	$ 6,289 11	$ 3,518 85
80 BNAKER INC	5/20/14	$ 5,496 72	$ 5,485 60	$ 11.12
190 CATERPILLAR	5/20/14	$ 19,981.76	$ 16,452.58	$ 3,529.18
100 DIRECT TV	5/20/14	$ 8,237 48	$ 4,589 79	$ 3,647 69
220 DIRECT TV	5/20/14	$ 18,122 45	$ 9,975 02	$ 8,147 43
330 DIRECT TV	5/20/14	$ 27,183 67	$ 15,446 84	$ 11,736 83
250 DUPONT TECHNOLOGIES	5/20/14	$ 6,013 46	$ 5,875.03	$ 138.43
70 DUPONT TECHNOLOGIES	5/20/14	$ 1,683.77	$ 1,475 70	$ 208 07
120 ELECTRONIC ARTS	5/20/14	$ 4,126 57	$ 1,734.01	$ 2,392 56
				$ -
220 HCA HOLDINGS	5/20/14	$ 11,515 73	$ 10,308.85	$ 1,206 88
				$ -

180	NESTLE	6/13/14	$ 14,121 80	$ 5,834 29		$	8,287 51
0 25	TIME INC	6/13/14	$ 5.51	$ 2 57		$	2 94
27	TIME INC	6/13/14	$ 607 03	$ 273 21		$	333.82
25	TIME INC	6/13/14	$ 562 07	$ 264.38		$	297.69
39	TIME INC	6/13/14	$ 876.83	$ 399 19		$	477 64
		6/13/14				$	-
		6/13/14	$ 2.01	$ -		$	2 01
110	AMBEV	6/13/14	$ 8,629 99	$ 7,461 66		$	1,168 33
10	NESTLE	6/13/14	$ 745.60	$ 454 26		$	291.34
170	PALO ALTO	6/13/14	$ 12,675.17	$ 7,140.43		$	5,534.74
						$	-
550	ALCOA INC	7/23/14	$ 9,238 91	$ 4,674 34		$	4,564 57
260	ALCOA INC	7/23/14	$ 4,367 48	$ 2,217.75		$	2,149 73
230	AMDOCS	7/23/14	$ 11,043.73	$ 6,985.47		$	4,058.26
140	ROBINSON INC	7/23/14	$ 9,083 12	$ 8,537 87		$	545 25
250	JOHNSTON&JOHNSTON	7/23/14	$ 25,861 30	$ 17,398 68		$	8,462.62
60	MCGRAW	7/23/14	$ 4,919 28	$ 3,344 57		$	1,574 71
180	MCGRAW	7/23/14	$ 14,757 83	$ 8,407.46		$	6,350.37
110	MCGRAW	7/23/14	$ 9,018.68	$ 4,898.00		$	4,120.68
220	TIME WARNER	7/23/14	$ 18,878.05	$ 6,472.69		$	12,405.36
200	TIME WARNER	7/23/14	$ 17,161.86	$ 6,263.62		$	10,898.24
310	TIME WARNER	7/23/14	$ 26,600.88	$ 9,518.24		$	17,082.64
280	UNILIVER	7/23/14	$ 12,822.04	$ 5,391 20		$	7,430.84
130	UNILIVER	7/23/14	$ 5,953 09	$ 4,200 30		$	1,752 79
320	UNILIVER	7/23/14	$ 14,653.75	$ 12,263 33		$	2,390.42
						$	-
580	FORTINET	7/23/14	$ 14,786 36	$ 12,799.79		$	1,986.57
130	LINKEDIN	7/23/14	$ 22,835 23	$ 18,823 05		$	4,012 18
						$	-
870	ALCOA	8/4/14	$ 14,383 22	$ 7,420 93		$	6,962 29
440	ROBINSON INC	8/4/14	$ 29,262.78	$ 26,833 31		$	2,429 47
						$	-
30	HESS	8/4/14	$ 2,959.74	$ 1,602 56		$	1,357 18
180	HESS	8/4/14	$ 17,758 46	$ 10,814 40		$	6,944.06
100	HESS	8/4/14	$ 9,865.81	$ 6,043.00		$	3,822 81
90	HESS	8/4/14	$ 8,879.23	$ 5,622.93		$	3,256.30
30	HESS	8/4/14	$ 2,959 75	$ 1,358 96		$	1,600.79
	TRIBUNE	8/4/14	$ 10.87	$ -		$	10.87
52	TRIBUNE	8/4/14	10/10/02	3/13/02		$	210 90
						$	-
420	APPLE	9/10/14	$ 41,983 95	$ 25,067.60		$	16,916.35
70	BECTON	9/10/14	$ 8,087.90	$ 5,366 10		$	2,721.80
190	QUALCOMM	9/10/14	$ 14,195.32	$ 12,575.66		$	1,619 66
90	QUALCOMM	9/10/14	$ 6,724.10	$ 5,617.61		$	1,106 49
220	VERIFONE	9/10/14	$ 8,259.25	$ 6,954.49		$	1,304 76
						$	-
70	APPLE	9/10/14	$ 6,997.32	$ 5,298.21		$	1,699 11
52	TRIBUNE	9/10/14				$	-
						$	-

100	APACHE CO	10/20/2014	$ 7,219.29	$ 8,990 50	$ (1,771 21)
110	APACHE CO	10/20/2014	$ 7,941 22	$ 9,315 11	$ (1,373.89)
240	BECTON	10/20/2014	$ 29,523 76	$ 18,398.04	$ 11,125 72
140	COCACOLA	10/20/2014	$ 6,108 86	$ 3,626.00	$ 2,482.86
80	COCACOLA	10/20/2014	$ 3,490.78	$ 2,720.80	$ 769.98
340	COCACOLA	10/20/2014	$ 14,835 80	$ 13,188 98	$ 1,646 82
180	FACEBOOK	10/20/2014	$ 14,475 01	$ 4,202 95	$ 10,272 06
210	QUALCOME	10/20/2014	$ 15,754 21	$ 13,107 76	$ 2,646 45
380	TWENTY FIRST FOX	10/20/2014	$ 12,723 33	$ 5,422.40	$ 7,300.93
440	TWENTY FIRST FOX	10/20/2014	$ 14,732.28	$ 7,511.87	$ 7,220.41
160	TWENTY FIRST FOX	10/20/2014	$ 5,357.20	$ 5,022.73	$ 334.47
360	WESTPORT INC	10/20/2014	$ 2,578.22	$ 10,916 78	$ (8,338 56)
					$ -
120	ENERZIZER CO	10/20/2014	$ 13,736.05	$ 11,887.54	$ 1,848.51
370	EQUFAX INC	10/20/2014	$ 26,483.75	$ 25,812.75	$ 671 00
70	FACEBOOK	10/20/2014	$ 5,629.17	$ 4,012 19	$ 1,616.98
720	NUANCE	10/20/2014	$ 11,075 44	$ 12,509.86	$ (1,434.42)
110	NUANCE	10/20/2014	$ 1,692.08	$ 1,855 70	$ (163 62)
60	QUALCOME	10/20/2014	$ 4,501.20	$ 4,500.00	$ 1 20
110	WESTPORT INC	10/20/2014	$ 787.79	$ 1,564.40	$ (776 61)
					$ -
10	BAKER INC	11/19/2014	$ 628.36	$ 685 70	$ (57.34)
20	BAKER INC	11/19/2014	$ 1,256 72	$ 1,330.04	$ (73 32)
80	BAKER INC	11/19/2014	$ 5,026 86	$ 2,706 53	$ 2,320 33
200	BAKER INC	11/19/2014	$ 12,567 16	$ 6,259.30	$ 6,307 86
60	BAKER INC	11/19/2014	$ 3,770 15	$ 1,764 60	$ 2,005.55
270	BAKER INC	11/19/2014	$ 16,965.67	$ 13,419.41	$ 3,546.26
130	BAKER INC	11/19/2014	$ 8,168.65	$ 5,833.40	$ 2,335.25
460	FORTINET	11/19/2014	$ 12,149 25	$ 10,151.56	$ 1,997.69
670	MSCI INC	11/19/2014	$ 31,853 44	$ 23,842.22	$ 8,011 22
190	VERIFONE	11/19/2014	$ 7,081.96	$ 6,006 15	$ 1,075 81
50	VERIFONE	11/19/2014	$ 1,863 67	$ 932 56	$ 931.11
					$ -
40	BAKER INC	11/19/2014	$ 2,513 43	$ 2,730 04	$ (216.61)
260	F5 NETWORK	11/19/2014	$ 32,912 02	$ 27,201 10	$ 5,710.92
640	FORTINET	11/19/2014	$ 16,903.30	$ 13,625 98	$ 3,277 32
6820	TESCO	11/19/2014	$ 19,711 41	$ 26,361.35	$ (6,649.94)
					$ -
560	DAVITA INC	12/1/2014	$ 42,497 57	$ 33,428 47	$ 9,069.10
840	IMPERIAL TOBACO	12/1/2014	$ 37,335 74	$ 29,311 97	$ 8,023 77
400	VOLCANO CO	12/1/2014	$ 7,135 84	$ 12,243 36	$ (5,107 52)
80	VOLCANO CO	12/1/2014	$ 1,427 17	$ 1,834.87	$ (407.70)
160	VOLCANO CO	12/1/2014	$ 2,854.34	$ 4,617.81	$ (1,763 47)
240	VOLCANO CO	12/1/2014	$ 4,281 50	$ 6,607 73	$ (2,326.23)
190	VOLCANO CO	12/1/2014	$ 3,389 52	$ 4,543.91	$ (1,154 39)
					$ -
30		12/1/2014	$ 1,333 42	$ 1,317 00	$ 16 42
380		12/1/2014	$ 17,790 79	$ 16,216 35	$ 1,574 44
60		12/1/2014	$ 2,809 07	$ 2,481 00	$ 328 07
570		12/1/2014	$ 10,168 58	$ 7,053.58	$ 3,115.00
			$ 2,067,545.52	$ 1,477,953.93	$ 589,591.60

WILLIAM M WEISS FOUNDATION
INVESTMENTS
2014

Shares	Description	BOOK VALUE		FAIR MKT VALUE	
LINE 10b CORPORATE STOCKS MUTUAL FUNDS					
M&N					
16,276 32	International Series	$137 633 31		131,838 18	
8 110 16	World Opportun	$78 521 46		59 447 50	
3 793.28	Inflation Focus	$44 196 72		41 498 44	
3 545 84	Real Estate series	$36 633 54		64 818 66	
4 008 60	Emerging Markets	$35 609 84		37,039 45	
13,397.90	Focus Opportunities	$129 669 10		134 380.91	
13 967 66	Dynamic Opportunities	$136 014.29		138,000 51	
			$598,278.26		$597 023 65
MORGAN STANLEY #168					
2 550 00	Alcoa	$21,206 07		$40,264 50	
1 450 00	Alere Inc	$44 505 09		$55 100 00	
110 00	AMAZON	$31,844 14		$34 138 50	
7 710 00	Amber ADR	$59 806 55		$47,956.20	
690 00	AMC Network	$59,921 33		$56 755 30	
200 00	AMDOCS	$6 415 69		$9,331 00	
500 00	ANHEUSER-BUSCH	$34 059 03		$56 787 65	
360 00	Ansys	$29 162 51		$29 520 00	
340 00	Apache	$29 893 78		$21,307 80	
1,000 00	Apolo	$34 024 50		$34 110 00	
420 00	Biersdorf	$37 502 75		$34 456.37	
1 110 00	Cameron	$57 780 85		$55 444 50	
940 00	Catamaran	$43 708.25		$48 645 00	
1 490 00	CERNER CO	$57,877 17		$96 343 40	
850 00	COCA COLA	$33 455 70		$35,887 00	
660 00	DR Horton	$14,202 67		$16,691 40	
330 00	DANONE	$21 056 19		$21,225 60	
1,200 00	Diaego	$33 309 72		$34 587.27	
780 00	Discovery	$27 722 99		$26 871 00	
1,200 00	Ebay	$63 179 90		$67,344 00	
780 00	ELECTRONIC ARTS	$10 658 03		$35 731 40	
3 150 00	EMC Co	$67 575 55		$93 681 00	
650 00	Encana	$13 694 65		$9 015 50	
290 00	Energizer	$28 728.21		$37,282 40	
360 00	Eog	$28 791 17		$33 145.20	
1,820 00	Evertec	$44 027 42		$40,276 60	
400 00	Express	$29 818.95		$33 868 00	
160 00	Facebook	$9 170 72		$12 483.20	
1,240 00	Fastenal	$53 932 48		$58,974 40	
420 00	Flir System	$15 188 81		$13 570 00	
260 00	Fresenus Medical	$16,956 63		$19,296 78	
1 030 00	Gannett	$30 747 79		$32,887 90	
2 160 00	General Electric	$50 426 19		$54 583.20	
40 00	GOOGLE C	$16 118 63		$21 056 00	
40 00	GOOGLE A	$16,269 04		$21,226 40	
660 00	HESS CO	$29 690 71		$48 721.20	
590 00	Homeaway	$19 755 77		$17 570.20	
480 00	Ingredion	$30,224 19		$39 026 40	
60 00	Intuitive	$18 537 97		$26 447 00	
270 00	Johnson&Johnson	$20,295 33		$28,233 90	
700 00	Joy	$39,220 49		$32 564 00	
3 000 00	Juniper	$58 757 04		$66,960 00	
360 00	Lenar	$14 093 32		$16 131 60	
430 00	Liberty Global	$18,943 18		$21 588 15	
790 00	Lululemon	$46 863 49		$44 074 10	
1 080 00	Masco Corp	$25,990 31		$27,216 00	
270 00	Mastercard	$19 332 87		$23,263 20	
770 00	MONSANTO CO	$65 380.92		$91,991.90	
480 00	NESTLE SA	$32 878 95		$35,239 77	
310 00	Nextar	$13 326 69		$16 054 90	
240 00	Owens Corning	$7 759 13		$8 594 40	
4 950 00	Peabodey	$68 167 59		$38 313 00	
670 00	Plum Creek	$27,802 05		$28 669 30	
670 00	Popular Inc	$22 500.32		$22,813 50	
790 00	Potash	$27 611 53		$27,902 80	
30 00	Priceline Com	$38 594 42		$34,206 30	
1 540.00	QIAGEN NV	$26 745.92		$36 128 40	
270 00	Range	$19 646 76		$14 431 50	
550 00	Realogy Holdings	$23 896 84		$24 469 50	
780.00	Sanofi	$46 468 04		$39 680 70	
510 00	SCHLUMBERGER	$36,263 73		$43 559 10	
750 00	Shutterfly	$36 355 90		$31,271.25	
900 00	Sinclair	$27 130.28		$24 624 00	
2 730 00	SLM Corp	$27,268 06		$27,818 70	
890 00	Straz Series	$21 588 77		$26 433 00	
970 00	The Mosaic	$45 022 21		$44,280 50	
690 00	TIMEWARNER	$55,972 82		$58,939 80	
400 00	Tall Brothers	$14 346.27		$13 708 00	
590 00	Tribune Co	$38 390 91		$35,264 30	
390 00	Tripadvisor	$28 019 36		$29 117 40	
1 540 00	Twenty-First	$49 812 63		$50 143 70	
840 00	UNILEVER	$32 351 34		$34 003.20	
740 00	Verifone	$20 135 80		$27 528 00	
1 010 00	Viacome	$69 929 96		$76 002 50	
150 00	Visa	$31 114 70		$39 330 00	
1 860 00	WEATERFORD INTL	$30 152 69		$21 297 00	
840 00	Weyerhaeuser	$25 146 41		$30 147 60	
890 00	Xylem	$28 842.25		$33 882 30	
670 00	Yum Brand	$45 507 77		$48 809 50	
			$2 598 757 14		$2 855,296 04
FIDELITY					
10,254 80	Fidelity Diversified Intl	$418 508 05		$ 353,278 00	
5 161 61	Spartan 500 Index	$245 095 39		$ 376 023 36	
4 494 02	Spartan Extended	$194 481 35		$ 247,980 02	
6 050.98	Fidelity Capital Appreciation	$224,817 86		$ 218 016 63	
3 169.36	Fidelity Disciplined Equity	$77,966 43		$ 106 585 68	
2 006 96	Fidelity Growth Company	$135 726 59		$ 264 698 35	
23 120 73	Pimco	$209 978 73		$ 207 392.94	
			$1,506 574 40		$1 773,974 98
TOTAL		$ 4,703,609.80		$ 5,226,294.67	