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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.

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation SANDFAIR FOUNDATION		A Employer identification number 34-1815135
Number and street (or P O box number if mail is not delivered to street address) 32400 FAIRMOUNT BOULEVARD		Room/suite
City or town, state or province, country, and ZIP or foreign postal code PEPPER PIKE, OH 44124		
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) ► \$ 1,784,529		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	50	50		
	4 Dividends and interest from securities.	29,475	29,475		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	924,459			
	b Gross sales price for all assets on line 6a 2,307,850				
	7 Capital gain net income (from Part IV, line 2)		924,459		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	953,984	953,984		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,841	9,841		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	951	751		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	813	783		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	11,605	11,375		0
	25 Contributions, gifts, grants paid	818,242			818,242
	26 Total expenses and disbursements. Add lines 24 and 25	829,847	11,375		818,242
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	124,137			
	b Net investment income (if negative, enter -0-)		942,609		
	c Adjusted net income (if negative, enter -0-)				

	Part III 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		-24,196	-57,331	-57,331
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	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)	987,585	164,856	211,739	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	549,841	1,529,797	1,626,953	
	14 Land, buildings, and equipment basis ►	3,567			
	Less accumulated depreciation (attach schedule) ►	3,567			
	15 Other assets (describe ►)	3,123	3,168	3,168	
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,516,353	1,640,490	1,784,529	
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	0	0		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29 Retained earnings, accumulated income, endowment, or other funds	1,516,353	1,640,490		
	30 Total net assets or fund balances (see instructions)	1,516,353	1,640,490		
	31 Total liabilities and net assets/fund balances (see instructions)	1,516,353	1,640,490		

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	1,516,353
2	Enter amount from Part I, line 27a	2	124,137
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	1,640,490
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	1,640,490

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)
1 a	112,200 SHS-FMSA	P	2013-07-16	2014-10-08
b	NATIONAL FINANCIAL SERVICES (SEE ATTACHED)	P		2014-12-31
c	NATIONAL FINANCIAL SERVICES (SEE ATTACHED)	P		2014-12-31
d	CAPITAL GAINS DIVIDENDS	P		
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	1,700,657		875,370	825,287
b	269,155		253,150	16,005
c	332,424		254,871	77,553
d	5,614			5,614
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				825,287
b				16,005
c				77,553
d				5,614
e				
2	Capital gain net income or (net capital loss)	<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	2	924,459
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<small>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</small>	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 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	181,025	1,852,472	0 097721
2012	179,950	1,918,893	0 093778
2011	147,975	1,945,296	0 076068
2010	124,500	1,599,761	0 077824
2009	187,346	1,294,030	0 144777
2	Total of line 1, column (d).		0 490168
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		0 098034
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.		2,280,579
5	Multiply line 4 by line 3.		223,574
6	Enter 1% of net investment income (1% of Part I, line 27b).		9,426
7	Add lines 5 and 6.		233,000
8	Enter qualifying distributions from Part XII, line 4.		818,242

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 checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	9,426
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	9,426
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	9,426
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,536
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	2,536
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	6,890
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 <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►WWW.GUIDESTAR.COM	13	Yes	
14	The books are in care of ►HARTLAND CO Located at ►1100 SUPERIOR AVE EAST 700 CLEVELAND OH	Telephone no ►(216) 621-1090 ZIP +4 ►44114		
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		
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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 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)	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 2014?	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 4945(d)(4)(A)? (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	
c	Organizations relying on a current notice regarding disaster assistance check here. ►			
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
WILLIAM E CONWAY	PRESIDENT/TREASURER	0	0	0
32400 FAIRMOUNT BOULEVARD PEPPER PIKE, OH 44124	10 00			
MARY FRENCH CONWAY	DIRECTOR	0	0	0
32400 FAIRMOUNT BOULEVARD PEPPER PIKE, OH 44124	0 00			
ANNE CONWAY JUSTER	SECRETARY	0	0	0
3007 FONTENAY ROAD SHAKER HEIGHTS, OH 44120	0 00			
PETER F CONWAY	DIRECTOR	0	0	0
29025 EDGEDALE ROAD PEPPER PIKE, OH 44124	0 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		

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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 instructions

3 _____

Total. Add lines 1 through 3 ►

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	2,300,121
b	Average of monthly cash balances.	1b	15,188
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,315,309
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	2,315,309
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,730
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,280,579
6	Minimum investment return. Enter 5% of line 5.	6	114,029

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	114,029
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	9,426
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,426
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	104,603
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	104,603
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	104,603

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	818,242
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	818,242
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	9,426
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	808,816
	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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				104,603
2 Undistributed income, if any, as of the end of 2014			0	
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	123,232			
b From 2010.	50,334			
c From 2011.	55,091			
d From 2012.	84,549			
e From 2013.	90,002			
f Total of lines 3a through e.	403,208			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 818,242			0	
a Applied to 2013, 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 2014 distributable amount.			104,603	
e Remaining amount distributed out of corpus	713,639			0
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	1,116,847			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	123,232			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	993,615			
10 Analysis of line 9				
a Excess from 2010.	50,334			
b Excess from 2011.	55,091			
c Excess from 2012.	84,549			
d Excess from 2013.	90,002			
e Excess from 2014.	713,639			

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 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

WILLIAM E CONWAY
32400 FAIRMOUNT BOULEVARD
PEPPER PIKE, OH 44124
(216) 831-2400

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

GRANT LETTER SHOULD INCLUDE AN EXEMPTION SUPPORTING EXEMPT STATUS AND INTENDED USE

c Any submission deadlines

NONE

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

NONE

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

Recipient	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	818,242
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments				14	50
4 Dividends and interest from securities.				14	29,475
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory				18	924,459
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).			0		953,984
13 Total. Add line 12, columns (b), (d), and (e).				13	953,984

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

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

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

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

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

b If "Yes," complete the following schedule

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.

2015-05-04

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name ANTHONY G MICHELI	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00221423
	Firm's name ► HARTLAND & CO			Firm's EIN ►	34-1597728
	Firm's address ► 1100 SUPERIOR AVE E STE 700 CLEVELAND, OH 44114			Phone no	(216) 621-1090

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 Paid during the year				
CLEVELAND BOTANICAL GARDENS 11030 EAST BLVD CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE DONATION, LISTTOTAL 0	95,000
FRIENDS OF BREAKTHROUGH SCHOOL 10118 HAMPDEN AVENUE CLEVELAND, OH 44108	NONE	501(C)(3)	CHARITABLE DONATION	38,000
LAUREL SCHOOL ONE LYMAN CIRCLE SHAKER HEIGHTS, OH 44122	NONE	501(C)(3)	CHARITABLE DONATION, LISTTOTAL 0	38,000
PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE DONATION	1,000
UNITED WAY OF GEAUGA COUNTY 209 CENTER STREET CHARDON, OH 44024	NONE	501(C)(3)	CHARITABLE DONATION	38,000
UNIVERSITY SCHOOL 2785 SOM CENTER ROAD HUNTING VALLEY, OH 44022	NONE	501(C)(3)	CHARITABLE DONATION	38,000
ST PAUL'S EPISCOPAL CHURCH 2747 FAIRMOUNT BLVD CLEVELAND HTS, OH 44106	NONE	501(C)(3)	CHARITABLE DONATION	299,467
CASE WESTERN RESERVE UNIVERSITY 10900 EUCLID AVE CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE DONATION	50,000
RESCUE VILLAGE 15463 CHILLICOTHE RD NOVELTY, OH 44072	NONE	501(C)(3)	CHARITABLE DONATION	50,000
THE EPISCOPAL CHURCH IN THE DIOCESE OF OHIO 2230 EUCLID AVE CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE DONATION	100,000
CAMPUS INTERNATIONAL SCHOOL 3001 CHESTER AVE CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE DONATIONS	10,000
UNITED STATES OLYMPIC COMMITTEE ONE OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	NONE	501(C)(3)	CHARITABLE DONATIONS	250
NORTHERN OHIO GOLF ASSOCIATION ONE GOLFVIEW LANE NORTH OLMSTED, OH 44070	NONE	501(C)(3)	CHARITABLE DONATIONS	10,000
THE CLEVELAND MUSEUM OF NATURAL HISTORY 1 WADE OVAL DRIVE UNIVERSITY CIRCLE CLEVELAND, OH 441061767	NONE	501(C)(3)	CHARITABLE DONATIONS	50,000
PHILANTHROPY OHIO 37 W BROAD STREET COLUMBUS, OH 43215	NONE	501(C)(3)	CHARITABLE DONATIONS	525
Total			► 3a	818,242

TY 2014 Accounting Fees Schedule

Name: SANDFAIR FOUNDATION

EIN: 34-1815135

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HARTLAND & CO	9,841	9,841		0

**TY 2014 Investments Corporate
Stock Schedule****Name:** SANDFAIR FOUNDATION**EIN:** 34-1815135

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY 179-326089	164,856	211,739
FML	0	0

TY 2014 Investments - Other Schedule

Name: SANDFAIR FOUNDATION**EIN:** 34-1815135

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIDELITY 179-326089	AT COST	1,529,797	1,626,953

TY 2014 Other Assets Schedule

Name: SANDFAIR FOUNDATION**EIN:** 34-1815135

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LINCOLN SECURE LINE	3,123	3,168	3,168

TY 2014 Other Expenses Schedule

Name: SANDFAIR FOUNDATION

EIN: 34-1815135

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	30	0		0
INTEREST EXPENSE	783	783		0

TY 2014 Taxes Schedule

Name: SANDFAIR FOUNDATION**EIN:** 34-1815135

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO FILING FEES	200	0		0
FOREIGN TAXES PAID	751	751		0

Capital Gains - Last year

1/1/2014 through 12/31/2014

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
<u>SHORT TERM</u>							
Fidelity 179-326089	Ridgeworth Floating Rate Inc Fd	620 574	7/30/2013	6/18/2014	5,624 10	5,604 70	19 40
Fidelity 179-326089	Victory Integrity Small Cap Value Y	322 061	12/16/2013	8/4/2014	9,980 00	9,694 94	285 06
Fidelity 179-326089	Facebook Inc	500 000	12/31/2013	8/6/2014	36,256 29	26,222 50	10,033 79
Fidelity 179-326089	Sandisk Corp	275 000	12/31/2013	8/6/2014	25,479 75	19,087 75	6,392 00
Fidelity 179-326089	Driehaus Active Income Fund	3,089 354	10/10/2014	11/7/2014	32,429 72	32,500 00	-70 28
Fidelity 179-326089	Vanguard Short Term Invmt Grade Investor	14,883 721	10/10/2014	11/7/2014	159,384 65	160,040 00	-655 35
Reported to the IRS - Box A							
<u>LONG TERM</u>							
Fidelity 179-326089	Ridgeworth Floating Rate Inc Fd	2,202 643	2/25/2013	2/28/2014	19,980 00	19,875 04	104 96
Fidelity 179-326089	Ridgeworth Floating Rate Inc Fd	3,311 258	2/25/2013	5/12/2014	29,980 00	29,878 37	101 63
Fidelity 179-326090	Ridgeworth Floating Rate Inc Fd	2,135 766	2/25/2013	6/18/2014	19,355 90	19,328 19	27 71
Reported to the IRS - Box D							
Fidelity 179-326089	DFA International Core Equity Portfolio	2,284 844	6/18/2010	5/12/2014	29,980 00	21,666 91	8,313 09
Fidelity 179-326089	DFA International Core Equity Portfolio	3,782 148	6/18/2010	6/9/2014	49,980 00	35,865 68	14,114 32
 							
Fidelity 179-326089	Dodge & Cox Income	1,798 561	6/9/2009	6/18/2014	24,980.00	22,171.20	2,808.80
Fidelity 179-326089	Pimco Total Return	2,299 908	12/31/2001	6/18/2014	24,980 00	24,694 50	285 50
Fidelity 179-326089	Pimco Total Return	34 811	12/31/2001	10/6/2014	379 49	373 77	5 72
Fidelity 179-326089	Pimco Total Return	15 953	1/31/2002	10/6/2014	173 91	171 29	2 62
Fidelity 179-326089	Pimco Total Return	14 931	2/28/2002	10/6/2014	162 77	160 32	2 45
Fidelity 179-326089	Pimco Total Return	16 586	3/28/2002	10/6/2014	180 81	178 09	2 72
Fidelity 179-326089	Pimco Total Return	16 903	4/30/2002	10/6/2014	184 27	181 49	2 78
Fidelity 179-326089	Pimco Total Return	18 451	5/31/2002	10/6/2014	201 14	198 11	3 03
Fidelity 179-326089	Pimco Total Return	15 264	6/28/2002	10/6/2014	166 40	163 89	2 51
Fidelity 179-326089	Pimco Total Return	16 026	7/31/2002	10/6/2014	174 71	172 07	2 64
Fidelity 179-326089	Pimco Total Return	15 457	8/30/2002	10/6/2014	168 50	165 96	2 54
Fidelity 179-326089	Pimco Total Return	13 580	9/30/2002	10/6/2014	148 04	145 81	2 23
Fidelity 179-326089	Pimco Total Return	15 942	10/31/2002	10/6/2014	173 79	171 17	2 62
Fidelity 179-326089	Pimco Total Return	16 542	11/29/2002	10/6/2014	180 33	177 61	2 72
Fidelity 179-326089	Pimco Total Return	41 968	12/10/2002	10/6/2014	457 51	450 62	6 89

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
Fidelity 179-326089	Pimco Total Return	102 343	12/10/2002	10/6/2014	1,115 69	990 31	125 38
Fidelity 179-326089	Pimco Total Return	16 389	12/31/2002	10/6/2014	178 66	175 97	2 69
Fidelity 179-326089	Pimco Total Return	15 832	1/31/2003	10/6/2014	172 59	169 99	2 60
Fidelity 179-326089	Pimco Total Return	13 200	2/28/2003	10/6/2014	143 90	141 73	2 17
Fidelity 179-326089	Pimco Total Return	13 731	3/31/2003	10/6/2014	149 69	147 43	2 26
Fidelity 179-326089	Pimco Total Return	14 167	4/30/2003	10/6/2014	154 44	152 11	2 33
Fidelity 179-326089	Pimco Total Return	14 157	5/30/2003	10/6/2014	154 33	152 01	2 32
Fidelity 179-326089	Pimco Total Return	11 070	6/30/2003	10/6/2014	120 68	118 86	1 82
Fidelity 179-326089	Pimco Total Return	12 155	7/31/2003	10/6/2014	132 51	130 51	2 00
Fidelity 179-326089	Pimco Total Return	13 044	8/29/2003	10/6/2014	142 20	140 06	2 14
Fidelity 179-326089	Pimco Total Return	13 039	9/30/2003	10/6/2014	142 14	140 00	2 14
Fidelity 179-326089	Pimco Total Return	12 115	10/31/2003	10/6/2014	132 07	130 08	1 99
Fidelity 179-326089	Pimco Total Return	10 840	11/28/2003	10/6/2014	118 17	116 39	1 78
Fidelity 179-326089	Pimco Total Return	19 407	12/10/2003	10/6/2014	211 56	208 38	3 18
Fidelity 179-326089	Pimco Total Return	58 867	12/10/2003	10/6/2014	641 74	632 06	9 68
Fidelity 179-326089	Pimco Total Return	12 193	12/31/2003	10/6/2014	132 92	130 92	2 00
Fidelity 179-326089	Pimco Total Return	9 605	1/30/2004	10/6/2014	104 71	103 13	1 58
Fidelity 179-326089	Pimco Total Return	6 784	2/27/2004	10/6/2014	73 96	72 84	1 12
Fidelity 179-326089	Pimco Total Return	9 161	3/31/2004	10/6/2014	99 87	98 36	1 51
Fidelity 179-326089	Pimco Total Return	8 957	4/30/2004	10/6/2014	97 64	96 17	1 47
Fidelity 179-326089	Pimco Total Return	9 861	5/25/2004	10/6/2014	107 50	105 88	1 62
Fidelity 179-326089	Pimco Total Return	8 715	6/30/2004	10/6/2014	95 01	93 57	1 44
Fidelity 179-326089	Pimco Total Return	10 650	7/30/2004	10/6/2014	116 10	114 35	1 75
Fidelity 179-326089	Pimco Total Return	9 882	8/31/2004	10/6/2014	107 73	106 10	1 63
Fidelity 179-326089	Pimco Total Return	8 300	9/30/2004	10/6/2014	90 48	89 12	1 36
Fidelity 179-326089	Pimco Total Return	8 978	10/29/2004	10/6/2014	97 87	96 40	1 47
Fidelity 179-326089	Pimco Total Return	9 927	11/30/2004	10/6/2014	108 22	106 59	1 63
Fidelity 179-326089	Pimco Total Return	66 916	12/13/2004	10/6/2014	729 48	718 49	10 99
Fidelity 179-326089	Pimco Total Return	82 212	12/13/2004	10/6/2014	896 23	882 72	13 51
Fidelity 179-326089	Pimco Total Return	13 567	12/31/2004	10/6/2014	147 90	145 67	2 23
Fidelity 179-326089	Pimco Total Return	10 444	1/31/2005	10/6/2014	113 85	112 14	1 71
Fidelity 179-326089	Pimco Total Return	9 320	2/28/2005	10/6/2014	101 60	100 07	1 53
Fidelity 179-326089	Pimco Total Return	12 400	3/31/2005	10/6/2014	135 18	133 14	2 04
Fidelity 179-326089	Pimco Total Return	14 803	4/29/2005	10/6/2014	161 37	158 94	2 43
Fidelity 179-326089	Pimco Total Return	8 977	5/31/2005	10/6/2014	97 86	96 39	1 47
Fidelity 179-326089	Pimco Total Return	6 367	5/31/2005	10/6/2014	69 41	68 36	1 05
Fidelity 179-326089	Pimco Total Return	16 291	6/30/2005	10/6/2014	177 60	174 92	2 68
Fidelity 179-326089	Pimco Total Return	16 708	7/29/2005	10/6/2014	182 14	179 40	2 74
Fidelity 179-326089	Pimco Total Return	16 490	8/31/2005	10/6/2014	179 77	177 06	2 71
Fidelity 179-326089	Pimco Total Return	18 113	9/30/2005	10/6/2014	197 46	194 48	2 98
Fidelity 179-326089	Pimco Total Return	17 059	10/31/2005	10/6/2014	185 97	183 17	2 80
Fidelity 179-326089	Pimco Total Return	19 147	11/30/2005	10/6/2014	208 73	205 58	3 15

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
Fidelity 179-326089	Pimco Total Return	41 094	12/14/2005	10/6/2014	447 98	441 23	6 75
Fidelity 179-326089	Pimco Total Return	0 109	12/14/2005	10/6/2014	1 19	1 17	0 02
Fidelity 179-326089	Pimco Total Return	21 366	12/30/2005	10/6/2014	232 92	229 41	3 51
Fidelity 179-326089	Pimco Total Return	17 438	1/31/2006	10/6/2014	190 10	187 23	2 87
Fidelity 179-326089	Pimco Total Return	0 645	1/31/2006	10/6/2014	7 03	6 93	0 10
Fidelity 179-326089	Pimco Total Return	17 262	2/28/2006	10/6/2014	188 18	185 34	2 84
Fidelity 179-326089	Pimco Total Return	0 638	2/28/2006	10/6/2014	6 96	6 85	0 11
Fidelity 179-326089	Pimco Total Return	21 520	3/31/2006	10/6/2014	234 60	231 06	3 54
Fidelity 179-326089	Pimco Total Return	0 796	3/31/2006	10/6/2014	8 68	8 55	0 13
Fidelity 179-326089	Pimco Total Return	18 877	4/28/2006	10/6/2014	205 79	202 69	3 10
Fidelity 179-326089	Pimco Total Return	20 937	5/31/2006	10/6/2014	228 24	224 80	3 44
Fidelity 179-326089	Pimco Total Return	22 973	6/30/2006	10/6/2014	250 44	246 66	3 78
Fidelity 179-326089	Pimco Total Return	20 234	7/31/2006	10/6/2014	220 58	217 26	3 32
Fidelity 179-326089	Pimco Total Return	21 694	8/31/2006	10/6/2014	236 50	232 93	3 57
Fidelity 179-326089	Pimco Total Return	22 451	9/29/2006	10/6/2014	244 75	241 06	3 69
Fidelity 179-326089	Pimco Total Return	21 666	10/31/2006	10/6/2014	236 19	232 63	3 56
Fidelity 179-326089	Pimco Total Return	22 062	11/30/2006	10/6/2014	240 51	236 88	3 63
Fidelity 179-326089	Pimco Total Return	19 750	12/13/2006	10/6/2014	215 30	212 06	3 24
Fidelity 179-326089	Pimco Total Return	23 840	12/29/2006	10/6/2014	259 89	255 97	3 92
Fidelity 179-326089	Pimco Total Return	20 959	1/31/2007	10/6/2014	228 48	225 04	3 44
Fidelity 179-326089	Pimco Total Return	21 691	2/28/2007	10/6/2014	236 46	232 90	3 56
Fidelity 179-326089	Pimco Total Return	24 355	3/30/2007	10/6/2014	265 51	261 50	4 01
Fidelity 179-326089	Pimco Total Return	22 381	4/30/2007	10/6/2014	243 99	240 31	3 68
Fidelity 179-326089	Pimco Total Return	25 520	5/31/2007	10/6/2014	278 21	274 01	4 20
Fidelity 179-326089	Pimco Total Return	24 594	6/29/2007	10/6/2014	268 11	264 07	4 04
Fidelity 179-326089	Pimco Total Return	23 418	7/31/2007	10/6/2014	255 29	251 44	3 85
Fidelity 179-326089	Pimco Total Return	27 925	8/31/2007	10/6/2014	304 42	299 84	4 58
Fidelity 179-326089	Pimco Total Return	22 061	9/28/2007	10/6/2014	240 50	236 87	3 63
Fidelity 179-326089	Pimco Total Return	25 882	10/31/2007	10/6/2014	282 15	277 90	4 25
Fidelity 179-326089	Pimco Total Return	26 723	11/30/2007	10/6/2014	291 32	286 93	4 39
Fidelity 179-326089	Pimco Total Return	37 073	12/12/2007	10/6/2014	404 15	398 06	6 09
Fidelity 179-326089	Pimco Total Return	23 802	12/31/2007	10/6/2014	259 48	255 57	3 91
Fidelity 179-326089	Pimco Total Return	23 489	1/31/2008	10/6/2014	256 06	252 21	3 85
Fidelity 179-326089	Pimco Total Return	26 168	2/29/2008	10/6/2014	285 27	280 97	4 30
Fidelity 179-326089	Pimco Total Return	22 628	3/31/2008	10/6/2014	246 68	242 96	3 72
Fidelity 179-326089	Pimco Total Return	24 819	4/30/2008	10/6/2014	270 56	266 49	4 07
Fidelity 179-326089	Pimco Total Return	26 032	5/30/2008	10/6/2014	283 79	279 51	4 28
Fidelity 179-326089	Pimco Total Return	25 579	6/30/2008	10/6/2014	278 85	274 65	4 20
Fidelity 179-326089	Pimco Total Return	25 406	7/31/2008	10/6/2014	276 96	272 79	4 17
Fidelity 179-326089	Pimco Total Return	26 038	8/29/2008	10/6/2014	283 85	279 57	4 28
Fidelity 179-326089	Pimco Total Return	24 214	9/30/2008	10/6/2014	263 97	259 99	3 98
Fidelity 179-326089	Pimco Total Return	28 633	10/31/2008	10/6/2014	312 14	307 44	4 70

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
Fidelity 179-326089	Pimco Total Return	25 293	11/28/2008	10/6/2014	275 73	271 58	4 15
Fidelity 179-326089	Pimco Total Return	194 199	12/10/2008	10/6/2014	2,117 05	2,085 15	31 90
Fidelity 179-326089	Pimco Total Return	110 615	12/10/2008	10/6/2014	1,205 87	1,187 69	18 18
Fidelity 179-326089	Pimco Total Return	30 920	12/31/2008	10/6/2014	337 07	331 99	5 08
Fidelity 179-326089	Pimco Total Return	33 170	1/30/2009	10/6/2014	361 60	356 15	5 45
					50,527.95	49,748.84	779.11
Fidelity 179-326089	SPDR S&P Mid Cap 400	39 000	9/27/2005	8/6/2014	9,679.43	4,954.11	4,725.32
Fidelity 179-326089	Vanguard 500 Index Signal Shs	0 121	9/27/2002	2/28/2014	17 12	7 63	9 49
Fidelity 179-326089	Vanguard 500 Index Signal Shs	24 395	12/27/2002	2/28/2014	3,452 55	1,626 76	1,825 79
Fidelity 179-326089	Vanguard 500 Index Signal Shs	17 887	3/28/2003	2/28/2014	2,531 46	1,177 39	1,354 07
Fidelity 179-326089	Vanguard 500 Index Signal Shs	15 664	6/20/2003	2/28/2014	2,216 89	1,189 58	1,027 31
Fidelity 179-326089	Vanguard 500 Index Signal Shs	18 802	9/26/2003	2/28/2014	2,660 99	1,430 07	1,230 92
Fidelity 179-326089	Vanguard 500 Index Signal Shs	22 363	12/26/2003	2/28/2014	3,165 05	1,868 58	1,296 47
Fidelity 179-326089	Vanguard 500 Index Signal Shs	17 255	3/26/2004	2/28/2014	2,442 02	1,458 21	983 81
Fidelity 179-326089	Vanguard 500 Index Signal Shs	14 536	6/25/2004	2/28/2014	2,057 21	1,258 10	799 11
Fidelity 179-326089	Vanguard 500 Index Signal Shs	10 151	9/24/2004	2/28/2014	1,436 71	860 01	576 70
Fidelity 179-326089	Vanguard 500 Index Signal Shs	7 115	9/24/2004	6/18/2014	1,056 85	602 80	454 05
Fidelity 179-326089	Vanguard 500 Index Signal Shs	31 764	12/23/2004	6/18/2014	4,717 92	2,924 28	1,793 64
Fidelity 179-326089	Vanguard 500 Index Signal Shs	16 342	3/23/2005	6/18/2014	2,427 29	1,457 73	969 56
Fidelity 179-326089	Vanguard 500 Index Signal Shs	14 678	6/24/2005	6/18/2014	2,180 22	1,331 42	848 80
Fidelity 179-326089	Vanguard 500 Index Signal Shs	18 138	9/23/2005	6/18/2014	2,694 13	1,677 03	1,017 10
Fidelity 179-326089	Vanguard 500 Index Signal Shs	436 967	10/12/2005	6/18/2014	64,903 60	32,512 65	32,390 95
					97,960.01	51,382.24	46,577.77
FML Stock	FML	102,000 000	12/22/2010	10/8/2014	1,546,051 82		
FML Stock	FML	10,200 000	7/16/2013	10/8/2014	154,605 18		
					1,700,657.00	875,370.00	825,287.00