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

OMB No 1545-0052

2014

Open to Public Inspection

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

|   |  |  |  |
|---|--|--|--|
| Name of foundation<br>IRVING I STONE FOUNDATION<br>C/O MARY KAY INCANDELA<br>% MARY KAY INCANDELA   |  | A Employer identification number<br><br>34-1892327   |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>ONE AMERICAN ROAD   |  | B Telephone number (see instructions)<br><br>(216) 252-7300  |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>CLEVELAND, OH 44144   |  | C If exemption application is pending, check here <input type="checkbox"/>   |  |
| G Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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) \$ 38,176,019  |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |  |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)  |  |  |  |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small> |   | (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) . . . . .                          | 0                                  |                           |                         |   |
|  | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . . |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments  |                                    |                           |                         |   |
|  | 4 Dividends and interest from securities. . . . .   | 455,248                            | 455,248                   | 455,248                 |   |
|  | 5a Gross rents . . . . .  |                                    |                           |                         |   |
|  | b Net rental income or (loss) _____   |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10  | 1,705,317                          |                           |                         |   |
|  | b Gross sales price for all assets on line 6a<br>3,788,104  |                                    |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2) . . .  |                                    | 1,705,317                 |                         |   |
|  | 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) . . . . .   | 75,603                             | 75,603                    | 75,603                  |   |
|  | 12 <b>Total.</b> Add lines 1 through 11 . . . . .   | 2,236,168                          | 2,236,168                 | 530,851                 |   |
| Operating and Administrative Expenses  | 13 Compensation of officers, directors, trustees, etc   |                                    |                           |                         |   |
|  | 14 Other employee salaries and wages . . . . .  |                                    |                           |                         |   |
|  | 15 Pension plans, employee benefits . . . . .   |                                    |                           |                         |   |
|  | 16a Legal fees (attach schedule) . . . . .  | 32,769                             | 24,577                    | 24,577                  | 8,192   |
|  | b Accounting fees (attach schedule) . . . . .   | 13,300                             | 6,650                     | 6,650                   | 6,650   |
|  | c Other professional fees (attach schedule) . . . . .   | 64,750                             | 64,750                    | 64,750                  |   |
|  | 17 Interest . . . . .   |                                    |                           |                         |   |
|  | 18 Taxes (attach schedule) (see instructions) . . .   | 41,392                             | 41,392                    | 41,392                  |   |
|  | 19 Depreciation (attach schedule) and depletion . . .   |                                    |                           |                         |   |
|  | 20 Occupancy . . . . .  |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings . . . . .  | 385                                | 385                       | 385                     |   |
|  | 22 Printing and publications . . . . .  |                                    |                           |                         |   |
|  | 23 Other expenses (attach schedule) . . . . .   | 6,718                              | 6,408                     | 6,408                   | 310   |
|  | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .         | 159,314                            | 144,162                   | 144,162                 | 15,152  |
|  | 25 Contributions, gifts, grants paid . . . . .  | 2,778,743                          |                           |                         | 2,778,743   |
|  | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                                     | 2,938,057                          | 144,162                   | 144,162                 | 2,793,895   |
|  | 27 Subtract line 26 from line 12  |                                    |                           |                         |   |
|  | a <b>Excess of revenue over expenses and disbursements</b>  | -701,889                           |                           |                         |   |
|  | b <b>Net investment income</b> (if negative, enter -0-)   |                                    | 2,092,006                 |                         |   |
|  | c <b>Adjusted net income</b> (if negative, enter -0-)   |                                    |                           | 386,689                 |   |

| Part II Balance Sheets      |   | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year    |                       |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
|                             |   |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash—non-interest-bearing . . . . .   | 95,953            | 48,239         | 48,239                |
|                             | 2   | Savings and temporary cash investments . . . . .  | 792,457           | 517,747        | 517,747               |
|                             | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____   |                   |                |                       |
|                             | 4   | Pledges receivable ▶ _____<br>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) ▶ 14,205,652<br>Less allowance for doubtful accounts ▶ _____                   | 14,205,652        | 14,205,652     | 14,205,652            |
|                             | 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) . . . . .   | 11,182,213        | 9,843,547      | 17,487,355            |
|                             | c   | Investments—corporate bonds (attach schedule). . . . .  | 1,067,698         | 1,029,984      | 1,050,020             |
|                             | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                |                       |
|                             | 12  | Investments—mortgage loans . . . . .  |                   |                |                       |
|                             | 13  | Investments—other (attach schedule) . . . . .   | 3,668,060         | 4,664,975      | 4,867,006             |
|                             | 14  | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                   |                |                       |
| 15                          | Other assets (describe ▶ _____)   |   |                   |                |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                    | 31,012,033  | 30,310,144        | 38,176,019     |                       |
| 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              |                       |
| 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 . . . . .  |                   |                |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund  |                   |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds  | 31,012,033        | 30,310,144     |                       |
|                             | 30  | Total net assets or fund balances (see instructions) . . . . .  | 31,012,033        | 30,310,144     |                       |
|                             | 31  | Total liabilities and net assets/fund balances (see instructions) . . .   | 31,012,033        | 30,310,144     |                       |

| 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 31,012,033 |
| 2   | Enter amount from Part I, line 27a . . . . .   | 2 -701,889   |
| 3   | Other increases not included in line 2 (itemize) ▶ _____   | 3            |
| 4   | Add lines 1, 2, and 3 . . . . .  | 4 30,310,144 |
| 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 30,310,144 |

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

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

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

|   |  |   |   |           |
|---|--|---|---|-----------|
| 2 | Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 1,705,317 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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 instructions before making any entries

|  |  |  |   |
|--|--|--|---|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2013   | 1,608,492                                | 35,112,514                                   | 0 04581   |
| 2012   | 1,930,144                                | 35,256,431                                   | 0 054746  |
| 2011   | 2,097,493                                | 33,465,008                                   | 0 062677  |
| 2010   | 1,319,466                                | 35,445,521                                   | 0 037225  |
| 2009   | 1,319,466                                | 35,445,521                                   | 0 037225  |

|   |   |   |            |
|---|---|---|------------|
| 2 | Total of line 1, column (d). . . . .  | 2 | 0 237683   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . | 3 | 0 047537   |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .   | 4 | 37,972,164 |
| 5 | Multiply line 4 by line 3. . . . .  | 5 | 1,805,083  |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .   | 6 | 20,920     |
| 7 | Add lines 5 and 6. . . . .  | 7 | 1,826,003  |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .   | 8 | 2,793,895  |

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

Part VI

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

|    |  |  |  |         |        |
|----|--|--|--|---------|--------|
| 1a |  | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1  |  |         |        |
| 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 . . . . . |  | 120,920 |        |
| c  |  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)  |  |         |        |
| 2  |  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |  | 2       |        |
| 3  |  | Add lines 1 and 2. . . . .   |  | 320,920 |        |
| 4  |  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |  | 4       |        |
| 5  |  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .  |  | 520,920 |        |
| 6  |  | Credits/Payments   |  |         |        |
| a  |  | 2014 estimated tax payments and 2013 overpayment credited to 2014  |  | 6a      | 61,698 |
| 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       | 61,698 |
| 8  |  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.   |  | 8       |        |
| 9  |  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .  |  | 9       |        |
| 10 |  | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .   |  | 10      | 40,778 |
| 11 |  | Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 40,778 Refunded <input type="checkbox"/>                        |  | 11      |        |

Part VII-A

Statements Regarding Activities

|    |  |  |  |    |     |    |
|----|--|--|--|----|-----|----|
| 1a |  | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .   |  | 1a |     | No |
| b  |  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .   |  | 1b |     | No |
|    |  | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.  |  |    |     |    |
| c  |  | Did the foundation file Form 1120-POL for this year? . . . . .   |  | 1c |     | No |
| d  |  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$                               |  |    |     |    |
| 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"/> \$  |  |    |     |    |
| 2  |  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .  |  | 2  |     | No |
|    |  | If "Yes," attach a detailed description of the activities.   |  |    |     |    |
| 3  |  | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                           |  | 3  |     | No |
| 4a |  | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .  |  | 4a |     | No |
| b  |  | If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .   |  | 4b |     |    |
| 5  |  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .   |  | 5  |     | No |
|    |  | If "Yes," attach the statement required by General Instruction T.  |  |    |     |    |
| 6  |  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either   |  |    |     |    |
|    |  | • 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? If "Yes," complete Part II, col. (c), and Part XV. . . . .   |  | 7  | Yes |    |
| 8a |  | Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OH  |  |    |     |    |
| b  |  | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .  |  | 8b | Yes |    |
| 9  |  | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . . |  | 9  |     | No |
| 10 |  | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .  |  | 10 |     | No |

Part VII-A

Statements Regarding Activities *(continued)*

|   |   |    |     |    |
|---|---|----|-----|----|
| 11  | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | No |
| 12  | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | No |
| 13  | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?   | 13 | Yes |    |
| Website address   |   |    |     |    |
| 14  | The books are in care of MARY KAY INCANDELA Telephone no (216) 252-7300<br>Located at ONE AMERICAN ROAD CLEVELAND OH ZIP+4 44144  |    |     |    |
| 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? | 16 | Yes | No |
| 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 |   |    |     |    |

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)?   | 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?  | 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?  |    | 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 ).   | 2b |     | No |
| 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.). | 3b |     | No |
| 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

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

1

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

| (a) Name and address      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------|---|---|---|---------------------------------------|
| See Additional Data Table |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |
|                           |   |   |   |                                       |

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 |
|---|---|------------------|---|---------------------------------------|
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

Total number of other employees paid over \$50,000.

Form 990-PF (2014)

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 |
|---|---------------------|------------------|
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
| 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   |          |
| 2   |          |
| 3   |          |
| 4   |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1  |        |
|  |        |
|  |        |
| 2  |        |
|  |        |
|  |        |
| All other program-related investments. See 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 | 37,575,010 |
| b | Average of monthly cash balances. . . . .  | 1b | 975,410    |
| c | Fair market value of all other assets (see instructions). . . . .  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .  | 1d | 38,550,420 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e |            |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .  | 2  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .  | 3  | 38,550,420 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 578,256    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 37,972,164 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .   | 6  | 1,898,608  |

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |   |    |           |
|----|---|----|-----------|
| 1  | Minimum investment return from Part X, line 6. . . . .  | 1  | 1,898,608 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. . . . .   | 2a | 20,920    |
| b  | Income tax for 2014 (This does not include the tax from Part VI ). . . . .                                | 2b |           |
| c  | Add lines 2a and 2b. . . . .  | 2c | 20,920    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 1,877,688 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .  | 4  |           |
| 5  | Add lines 3 and 4. . . . .  | 5  | 1,877,688 |
| 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  | 1,877,688 |

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 | 2,793,895 |
| 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  | 0         |
| 3  | Amounts set aside for specific charitable projects that satisfy the  |    |           |
| a  | Suitability test (prior IRS approval required). . . . .  | 3a | 0         |
| b  | Cash distribution test (attach the required schedule). . . . .   | 3b | 0         |
| 4  | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  | 4  | 2,793,895 |
| 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  | 20,920    |
| 6  | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .  | 6  | 2,772,975 |
| 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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7  |               |                            |             | 1,877,688   |
| 2 Undistributed income, if any, as of the end of 2014   |               |                            |             |             |
| a Enter amount for 2013 only. . . . .   |               |                            | 0           |             |
| b Total for prior years 2012 , 2011 , 2010  |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2014   |               |                            |             |             |
| a From 2009. . . . .  |               |                            |             |             |
| b From 2010. . . . .  |               |                            |             |             |
| c From 2011. . . . .  |               |                            |             | 450,991     |
| d From 2012. . . . .  |               |                            |             | 190,734     |
| e From 2013. . . . .  |               |                            |             |             |
| f Total of lines 3a through e. . . . .  | 641,725       |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,793,895  |               |                            |             |             |
| a Applied to 2013, but not more than line 2a  |               |                            | 0           |             |
| 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. . . . .   |               |                            |             | 1,877,688   |
| e Remaining amount distributed out of corpus  | 916,207       |                            |             |             |
| 5 Excess distributions carryover applied to 2014<br>(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   | 1,557,932     |                            |             |             |
| 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. . . . . |               |                            |             |             |
| 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) . . . . .      |               |                            |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .   |               |                            |             |             |
| 9 Excess distributions carryover to 2015.<br>Subtract lines 7 and 8 from line 6a . . . . .  | 1,557,932     |                            |             |             |
| 10 Analysis of line 9   |               |                            |             |             |
| a Excess from 2010. . . .   |               |                            |             |             |
| b Excess from 2011. . . .   |               |                            |             | 450,991     |
| c Excess from 2012. . . .   |               |                            |             | 190,734     |
| d Excess from 2013. . . .   |               |                            |             |             |
| e Excess from 2014. . . .   |               |                            |             | 916,207     |

## Part XIV

---

4942(j)(3) or 4942(j)(5)

**3** Complete 3a, b, or c for the alternative test relied upon

### 1 Information Regarding Foundation Managers:

**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

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.

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

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

Part XV

Supplementary Information (continued)

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

| Recipient   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|---|--|--------------------------------------|-------------------------------------|-----------|
| Name and address (home or business)                 |  |                                      |                                     |           |
| a Paid during the year<br>See Additional Data Table |  |                                      |                                     |           |
| Total . . . . .                                     |  |                                      | 3a                                  | 2,778,743 |
| b Approved for future payment                       |  |                                      |                                     |           |
| Total . . . . .                                     |  |                                      | 3b                                  |           |

Enter gross amounts unless otherwise indicated

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

[illegible]

|  |  |              |            |           |
|--|--|--------------|------------|-----------|
| <b>1</b> 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?   |  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |  |              |            |           |
| <b>(1)</b> Cash. . . . .   |  | <b>1a(1)</b> |            | <b>No</b> |
| <b>(2)</b> Other assets. . . . .   |  | <b>1a(2)</b> |            | <b>No</b> |
| <b>b</b> Other transactions  |  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .   |  | <b>1b(1)</b> |            | <b>No</b> |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .   |  | <b>1b(2)</b> |            | <b>No</b> |
| <b>(3)</b> Rental of facilities, equipment, or other assets. . . . .   |  | <b>1b(3)</b> |            | <b>No</b> |
| <b>(4)</b> Reimbursement arrangements. . . . .   |  | <b>1b(4)</b> |            | <b>No</b> |
| <b>(5)</b> Loans or loan guarantees. . . . .   |  | <b>1b(5)</b> |            | <b>No</b> |
| <b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .   |  | <b>1b(6)</b> |            | <b>No</b> |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .   |  | <b>1c</b>    |            | <b>No</b> |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received |  |              |            |           |

[illegible]

**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 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |

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.

|                  |                                 |            |       |   |
|------------------|---------------------------------|------------|-------|---|
| <b>Sign Here</b> | *****                           | 2015-11-06 | ***** | May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> |
|                  | Signature of officer or trustee | Date       | Title |   |

|   |  |                      |                    |  |                   |
|---|--|----------------------|--------------------|--|-------------------|
| <b>Paid<br/>Preparer<br/>Use<br/>Only</b> | Print/Type preparer's name<br>KENNETH SUSTIN   | Preparer's Signature | Date<br>2015-11-06 | Check if self-employed <input checked="" type="checkbox"/> | PTIN<br>P01204018 |
|   | Firm's name <input checked="" type="checkbox"/><br>SUSTINBARTELLWALDMAN & FITZGERALD               |                      |                    | Firm's EIN <input checked="" type="checkbox"/>             |                   |
|   | Firm's address <input checked="" type="checkbox"/><br>1801 EAST 9TH STREET 920 CLEVELAND, OH 44114 |                      |                    | Phone no. (216) 621-1180                                   |                   |

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

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|---|--|--------------------------------------|----------------------------------|
| BOTEL ASSET MANAGEMENT CGD  | P  | 2013-01-01                           | 2014-12-31                       |
| BOTEL ASSET MANAGEMENT  | P  | 2013-11-21                           | 2014-07-16                       |
| KEYBANK 102-0529460 CGD   | P  | 2013-01-01                           | 2014-12-31                       |
| KEYBANK 102-0529460   | P  |                                      |                                  |
| KEYBANK 102-0529460   | P  |                                      |                                  |
| KEYBANK 102-0529460   | P  |                                      |                                  |
| NEUBERGER BERMAN  | P  |                                      |                                  |
| NEUBERGER BERMAN  | P  |                                      |                                  |
| MERKIN SETTLEMENT   | P  |                                      | 2014-08-30                       |
| VANGUARD FUNDS - CGD  | P  |                                      | 2014-12-31                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 49,068                |  |   | 49,068                                       |
| 53,930                |  | 50,020  | 3,910  |
| 397                   |  |   | 397  |
| 5,525                 |  | 5,556   | -31  |
| 2,525,729             |  | 1,587,745                                       | 937,984                                      |
| 508,991               |  | 305,937   | 203,054                                      |
| 51,283                |  | 52,394  | -1,111                                       |
| 84,175                |  | 81,135  | 3,040  |
| 299,041               |  | 0   | 299,041                                      |
| 25,741                |  | 0   | 25,741                                       |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) F M V as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |   |
|   |                                      |   | 49,068  |
|   |                                      |   | 3,910   |
|   |                                      |   | 397   |
|   |                                      |   | -31   |
|   |                                      |   | 937,984   |
|   |                                      |   | 203,054   |
|   |                                      |   | -1,111  |
|   |                                      |   | 3,040   |
|   |                                      |   | 299,041   |
|   |                                      |   | 25,741  |

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

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|---|--|--------------------------------------|----------------------------------|
| VANGUARD FUNDS - CGD  | P  |                                      | 2014-12-31                       |
| VANGUARD FUNDS - CGD  | P  |                                      | 2014-12-31                       |
| VANGUARD FUNDS - CGD  | P  |                                      | 2014-12-31                       |
| PRIMUS CAPITAL  | P  |                                      | 2014-12-31                       |
| NEUBERGER BERMAN CGD  | P  |                                      | 2014-12-31                       |
| BOTEL ASSET MANAGEMENT COLLECTIBLES GAIN  | P  |                                      | 2014-12-31                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 44,930                |  | 0   | 44,930                                       |
| 9,282                 |  | 0   | 9,282  |
| 15,729                |  | 0   | 15,729                                       |
| 113,836               |  | 0   | 113,836                                      |
| 14                    |  | 0   | 14   |
| 433                   |  | 0   | 433  |

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


| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) F M V as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |   |
|   |                                      |   | 44,930  |
|   |                                      |   | 9,282   |
|   |                                      |   | 15,729  |
|   |                                      |   | 113,836   |
|   |                                      |   | 14  |
|   |                                      |   | 433   |




Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (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 |
|--|---|---|---|---------------------------------------|
| GARY WEISS                               | PRESIDENT<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| JUDITH STONE WEISS                       | SECRETARY & TRUSTEE<br>0                                  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| HENSHA GANSBOURG                         | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| MYRNA TATAR                              | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| HELEN STONE                              | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| MORRY WEISS                              | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| JEFFREY WEISS                            | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| ZEV WEISS                                | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |
| ELIE WEISS                               | TRUSTEE<br>0  | 0   |   |                                       |
| ONE AMERICAN ROAD<br>CLEVELAND, OH 44144 |   |   |   |                                       |


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

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> Paid during the year  |   |                                |                                  |           |
| AMERICAN FRIENDS OF AUC 136 EAST 39TH STREET NEWYORK,NY 10016  | NONE  | PC                             | COMMUNITY OUTREACH               | 10,000    |
| AMERICAN FRIENDS OF LEKET ISRAEL 1402 TEANECK ROAD 223 TEANECK,NJ 07666  | NONE  | PC                             | COMMUNITY OUTREACH               | 2,250     |
| AMERICAN FRIENDS OF BAR ILAN UNIVERSITY 6735 TELEGRAPH ROAD 160 BLOOMFIELD,MI 48301                                    | NONE  | PC                             | EDUCATIONAL SUPPORT              | 20,000    |
| AMERICAN FRIENDS OF MEIR PANIM 5316 NEW UTRECHT AVE BROOKLYN,NY 11219  | NONE  | PC                             | COMMUNITY OUTREACH               | 1,000     |
| AMERICAN FRIENDS OF YHS KIRYAT ARBA 1342 EAST 4TH STREET BROOKLYN,NY 11230   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 4,285     |
| AMERICAN FRIENDS OF NISHMAT 274 MADISON AVE 504 NEWYORK,NY 10016   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 25,000    |
| AMERICAN ASSOCIATES OF BEN GURION UNIVERSITY 1001 AVENUE OF THE AMERICAS NEWYORK,NY 10018                              | NONE  | PC                             | EDUCATIONAL SUPPORT              | 10,000    |
| AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVE NEWYORK,NY 10017  | NONE  | PC                             | COMMUNITY OUTREACH               | 5,000     |
| AMIT WOMEN 817 BROADWAY AVE 4 NEWYORK,NY 10003   | NONE  | PC                             | COMMUNITY OUTREACH               | 10,000    |
| AIEF 600N ROSEMEAD BLVD 123 PASADENA,CA 91107  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 75,000    |
| AMERICAN FRIENDS OF MAGEN DAVID ADOM 23215 COMMERCE PARK RD 306 BEACHWOOD,OH 44122                                     | NONE  | PC                             | COMMUNITY OUTREACH               | 1,000     |
| BNAI JESHURUN CONGREGATION 27501 FAIRMOUNT BLVD CLEVELAND,OH 44124   | NONE  | PC                             | RELIGIOUS EDUCATIONAL SUPPORT    | 500       |
| BNEI AKIVA OF CLEVELAND 2463 SOUTH GREEN RD BEACHWOOD,OH 44122   | NONE  | PC                             | RELIGIOUS EDUCATIONAL SUPPORT    | 50,000    |
| BOCA RATON SYNAGOGUE 7900 MONTOKYA CIRCLE BOCA RATON,FL 33433  | NONE  | PC                             | RELIGIOUS EDUCATIONAL SUPPORT    | 5,000     |
| CAMP STONE 2145 DEER RUN ROAD SUGAR GROVE,PA 16350   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 148,000   |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 2,778,743 |


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| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> Paid during the year  |   |                                |                                  |           |
| CEDAR GREEN COMMUNITY KOLLEL 2203 SOUTH GREEN ROAD SOUTH EUCLID,OH 44121   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 500       |
| CENTRAL FUND OF ISRAEL 980 6TH AVE NEWYORK,NY 10018  | NONE  | PC                             | COMMUNITY OUTREACH               | 12,000    |
| CHABAD AT NYU 353 BOWERY NEWYORK,NY 10003  | NONE  | PC                             | COMMUNITY OUTREACH               | 10,000    |
| CHABAD AT ASU 971 SOUTH ASH AVE TEMPE,AZ 85281   | NONE  | PC                             | COMMUNITY OUTREACH               | 10,000    |
| CHABAD OF PALM BEACH GARDENS 4106 PGA BLVD 4106 PALM BEACH GARDENS,FL 33410  | NONE  | PC                             | COMMUNITY OUTREACH               | 18,000    |
| CHAI LIFELINE 151 WEST 30TH STREET NEWYORK,NY 10001  | NONE  | PC                             | COMMUNITY OUTREACH               | 1,000     |
| CLEVELAND HILLEL FOUNDATION 11291 EUCLID AVE CLEVELAND,OH 44106  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 2,500     |
| EFRAT EMERGENCY MEDICAL CENTER 1360 CLIFTON AVE 323 CLIFTON,NJ 07012   | NONE  | PC                             | COMMUNITY OUTREACH               | 2,500     |
| EMUNAH OF AMERICA 7 PENN PLAZA 205 NEWYORK,NY 10001  | NONE  | PC                             | COMMUNITY OUTREACH               | 5,000     |
| EZRAT ISRAEL 806 EASTERN PARKWAY BROOKLYN,NY 11213   | NONE  | PC                             | COMMUNITY OUTREACH               | 5,000     |
| CHABAD CENTER OF SOLON 5570 HARPER ROAD SOLON,OH 44139   | NONE  | PC                             | COMMUNITY OUTREACH               | 1,000     |
| CHABAD OF NORTH FULTON 10180 JONES BRIDGE ROAD ALPHARETTA,GA 30022   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 5,000     |
| FUCHS MIZRACHI SCHOOL 26600 SHAKER BLVD BEACHWOOD,OH 44122   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 883,908   |
| GREEN ROAD SYNAGOGUE 2437 SOUTH GREEN ROAD BEACHWOOD,OH 44122  | NONE  | PC                             | COMMUNITY OUTREACH               | 80,000    |
| GROSS SCHECHTER DAY SCHOOL 27601 FAIRMOUNT BLVD PEPPER PIKE,OH 44124   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 15,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 2,778,743 |

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

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| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> Paid during the year  |   |                                |                                  |           |
| HEBREW ACADEMY OF CLEVELAND<br>1860 SOUTH TAYLOR ROAD<br>CLEVELAND HTS, OH 44118                                       | NONE  | PC                             | EDUCATIONAL SUPPORT              | 37,000    |
| JEWISH CENTER OF THE GREAT<br>PALM BEACHES 5221 HOOD ROAD<br>PALM BEACH GARDENS, FL 33418                              | NONE  | PC                             | COMMUNITY OUTREACH               | 1,000     |
| JEWISH FAMILY EXPERIENCE<br>3570 WARRENSVILLE CENTER<br>ROAD 102D<br>SHAKER HTS, OH 44122                              | NONE  | PC                             | COMMUNITY OUTREACH               | 10,000    |
| JEWISH COMMUNITY FEDERATION<br>OF CLEVELAND 25701 SCIENCE<br>PARK DRIVE<br>CLEVELAND, OH 44122                         | NONE  | PC                             | EDUCATIONAL<br>SUPPORT/OUTREACH  | 256,500   |
| KEMP MILL SYNAGOGUE 11910<br>KEMP MILL ROAD<br>SILVER SPRING, MD 20902   | NONE  | PC                             | COMMUNITY OUTREACH               | 500       |
| LIVING LEGACY 1980 SOUTH<br>GREEN ROAD<br>SOUTH EUCLID, OH 44121   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 2,800     |
| LUBAVITCH YOUNG<br>ORGANIZATION 1368 PRESIDENT<br>STREET<br>BROOKLYN, NY 11213   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 15,000    |
| MATAN B'SAYER 3528 BLANCHE<br>AVE<br>CLEVELAND, OH 44118   | NONE  | PC                             | COMMUNITY OUTREACH               | 23,000    |
| MENORAH PARK FOUNDATION<br>27100 CEDAR ROAD<br>BEACHWOOD, OH 44122   | NONE  | PC                             | COMMUNITY OUTREACH               | 51,500    |
| MAYOR RUVIK DANILOVICH BEER<br>SHEEVA PO BOX 15<br>BEER SHEEVA, BEER SHEEVA<br>841001<br>IS                            | NONE  | PC                             | COMMUNITY OUTREACH               | 10,000    |
| MESIVTA YESHIVA RABBI CHAIM<br>BERLIN 1605 CONEY ISLAND AVE<br>BROOKLYN, OH 11230                                      | NONE  | PC                             | COMMUNITY OUTREACH               | 1,500     |
| NCSY CENTRAL EAST REGION<br>16947 WEST 10 MILE ROAD<br>SOUTHFIELD, MI 48075  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 56,000    |
| JEWISH COMMUNITY CENTER<br>ROCKLAND COUNTY 450 WEST<br>NYACK ROAD<br>WEST NYACK, NY 10994                              | NONE  | PC                             | COMMUNITY OUTREACH               | 3,000     |
| OPERATION OPEN CURTAIN 230<br>FIFTH AVE 1811<br>NEW YORK, NY 10001   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 3,000     |
| THE SSRIAS KOSHER FOOD BANK<br>2004 SOUTH GREEN ROAD<br>CLEVELAND, OH 44121  | NONE  | PC                             | COMMUNITY OUTREACH               | 5,500     |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 2,778,743 |

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|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |           |
| TEL AVIV UNIVERSITY 39<br>BROADWAY AVE 1510<br>NEW YORK, NY 10006  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 9,500     |
| UNION ORTHODOX JEWISH<br>CONGREGATION OF AMERICA 11<br>BROADWAY AVE 1510<br>NEW YORK, NY 10004                         | NONE  | PC                             | EDUCATIONAL SUPPORT              | 25,000    |
| YESHIVA BETH YEHUDAH 15751<br>LINCOLN DRIVE<br>SOUTHFIELD, MI 48076  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 5,000     |
| YESHIVA UNIVERSITY 500 WEST<br>185TH STREET<br>NEW YORK, NY 10033  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 725,000   |
| YESHIVA CHOVEVEI TORAH<br>RABBINICAL SCHOOL 3700 HENRY<br>HUDSON PARKWAY<br>RIVERDALE, NY 10463                        | NONE  | PC                             | EDUCATIONAL SUPPORT              | 5,000     |
| YESHIVA HAR EZION 111<br>GATEWAY PLACE 203<br>TEANECK, NJ 07666  | NONE  | PC                             | EDUCATIONAL SUPPORT              | 25,000    |
| YESHIVAT HESDER AKKO PO BOX<br>499<br>AKKO, ISRAEL 24105<br>IS   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 5,000     |
| JOSEPH KUSHNER HEBREW<br>ACADEMY 110 SOUTH ORANGE<br>AVE<br>LIVINGSTON, NJ 07039                                       | NONE  | PC                             | EDUCATIONAL SUPPORT              | 1,000     |
| PEF ISRAEL ENDOWMENT FUNDS<br>630 THIRD AVE 1501<br>NEW YORK, NY 10017   | NONE  | PC                             | EDUCATIONAL SUPPORT/<br>OUTREACH | 20,000    |
| THE FRIENDSHIP CIRCLE OF<br>CLEVELAND 1980 SOUTH GREEN<br>RD<br>SOUTH EUCLID, OH 44121                                 | NONE  | PC                             | EDUCATIONAL SUPPORT              | 13,500    |
| TORAH EDUCATION ISRAEL 420<br>LEXINGTON AVE 1425<br>NEW YORK, NY 10170   | NONE  | PC                             | EDUCATIONAL SUPPORT              | 50,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 2,778,743 |

**TY 2014 Accounting Fees Schedule****Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| Category                  | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------------------|--------|--------------------------|------------------------|---|
| TAX RETURN<br>PREPARATION | 13,300 | 6,650                    | 6,650                  | 6,650                                       |

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2014 Depreciation Schedule**

**Name:** IRVING I STONE FOUNDATION  
C/O MARY KAY INCANDELA  
**EIN:** 34-1892327

**TY 2014 Investments Corporate  
Bonds Schedule**

**Name:** IRVING I STONE FOUNDATION  
C/O MARY KAY INCANDELA  
**EIN:** 34-1892327

| Name of Bond                 | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| KEYBANK BONDS 20102300529460 | 1,029,984              | 1,050,020                     |



**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** IRVING I STONE FOUNDATION  
C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| <b>Name of Stock</b>   | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|------------------------|-----------------------------------|--|
| KEYBANK 20102300529460 | 6,043,382                         | 10,188,615                               |
| VANGUARD FUNDS         | 2,126,997                         | 5,283,759                                |
| BOTEL ASSET MGMT       | 1,074,492                         | 1,102,343                                |
| NEUBERGER BERMAN       | 598,676                           | 912,638                                  |

**TY 2014 Investments - Other Schedule****Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| Category / Item               | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------------------|-----------------------|------------|-------------------------------|
| ASCOT PARTNERS                |                       | 4,001      | 0                             |
| PRIMUS CAPITAL FUND           |                       | 328,841    | 320,346                       |
| SP CAPITAL PHIL OFFSHORE FUND |                       | 1,503,658  | 1,599,281                     |
| STERLING STAMOS LEVERED FUND  |                       | 101,146    | 104,705                       |
| STERLING STAMOS GROWTH FUND   |                       | 100,000    | 63,363                        |
| ARIEL FUND                    |                       | 193,893    | 207,878                       |
| GOLDMAN SACHS ASIA            |                       | 73,436     | 17,147                        |
| GOLDMAN SACHS GSIP            |                       | 1,000,000  | 1,337,683                     |
| GOLDMAN SACHS MEZZANINE       |                       | 360,000    | 216,603                       |
| GOLDMAN SACHS LIQUIDITY       |                       | 0          | 0                             |
| NEW ROAD VENTURES             |                       | 1,000,000  | 1,000,000                     |

**TY 2014 Legal Fees Schedule****Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| Category   | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------|--------|--------------------------|------------------------|---|
| LEGAL FEES | 32,769 | 24,577                   | 24,577                 | 8,192                                       |

## TY 2014 Other Expenses Schedule

**Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| Description            | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|------------------------|-----------------------------------|--------------------------|---------------------|--|
| BANK FEES              | 110                               |                          |                     | 110                                      |
| ASCOT PARTNERS         | 6                                 | 6                        | 6                   |  |
| OHIO FILING FEE        | 200                               |                          |                     | 200                                      |
| PRIMUS CAPITAL FUND VI | 6,402                             | 6,402                    | 6,402               |  |

**TY 2014 Other Income Schedule****Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| Description                   | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|-------------------------------|-----------------------------------|--------------------------|---------------------|
| CONE MIDSTREAM                | -56                               | -56                      | -56                 |
| ENTERPRISE PRODUCTS           | -857                              | -857                     | -857                |
| TARGA RESOURCES               | 81                                | 81                       | 81                  |
| ENABLE MIDSTREAM              | -1,227                            | -1,227                   | -1,227              |
| ENERGY TRANSFER               | -95                               | -95                      | -95                 |
| WESTERN GAS                   | -427                              | -427                     | -427                |
| OILTANKING                    | 246                               | 246                      | 246                 |
| ANTERO MIDSTREAM              | -57                               | -57                      | -57                 |
| PLAINS ALL AMERICAN           | -9                                | -9                       | -9                  |
| NEUBERGER BERMAN              | 595                               | 595                      | 595                 |
| ARIEL FUND                    | 70,949                            | 70,949                   | 70,949              |
| STERLING STAMOS - PFIC INCOME | 6,460                             | 6,460                    | 6,460               |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Other Notes/Loans  
Receivable Long Schedule

**Name:** IRVING I STONE FOUNDATION  
C/O MARY KAY INCANDELA  
**EIN:** 34-1892327

| Borrower's Name | Relationship to Insider | Original Amount of Loan | Balance Due | Date of Note | Maturity Date | Repayment Terms | Interest Rate | Security Provided by Borrower | Purpose of Loan | Description of Lender Consideration | Consideration FMV |
|-----------------|-------------------------|-------------------------|-------------|--------------|---------------|-----------------|---------------|-------------------------------|-----------------|-------------------------------------|-------------------|
| AG STOCK LOAN   |                         | 14,208,035              | 14,205,652  | 2006-08      | 2016-08       |                 | 400 %         |                               |                 |                                     |                   |

**TY 2014 Other Professional Fees Schedule****Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| <b>Category</b>                   | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements for<br/>Charitable<br/>Purposes</b> |
|-----------------------------------|---------------|----------------------------------|--------------------------------|--|
| INVESTMENT MANAGEMENT-<br>KEYBANK | 54,060        | 54,060                           | 54,060                         |  |
| INVESTMENT MANAGEMENT-<br>BOTEL   | 10,690        | 10,690                           | 10,690                         |  |

**TY 2014 Taxes Schedule****Name:** IRVING I STONE FOUNDATION

C/O MARY KAY INCANDELA

**EIN:** 34-1892327

| Category      | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------|--------|--------------------------|------------------------|---|
| EXCISE TAXES  | 40,000 | 40,000                   | 40,000                 |   |
| FOREIGN TAXES | 1,392  | 1,392                    | 1,392                  |   |