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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its 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 THE SK WELLMAN FOUNDATION | | A Employer identification number 34-6520032 |
| % LAURENCE BARTELL | | B Telephone number (see instructions) (216) 621-1180 |
| Number and street (or P O box number if mail is not delivered to street address) 1801 EAST 9TH STREET Suite 920 | Room/suite | C If exemption application is pending, check here ► <input type="checkbox"/> |
| City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44114 | | D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> |
| G Check all that apply Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> | | E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> |
| H Check type of organization Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/> | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,629,412 | J Accounting method Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | (Part I, column (d) must be on cash basis.) |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 0 | | | |
| | 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities. | 108,969 | 108,969 | 108,969 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 476,368 | | | |
| | b Gross sales price for all assets on line 6a 3,585,372 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 476,368 | | |
| | 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 | 585,337 | 585,337 | 108,969 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 60,000 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 24,300 | 22,150 | 0 | 22,150 |
| | c Other professional fees (attach schedule) | 34,232 | 17,116 | | 17,116 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 1,541 | | | 1,541 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 200 | | | 200 |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 120,273 | 39,266 | 0 | 41,007 |
| | 25 Contributions, gifts, grants paid. | 268,500 | | | 268,500 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 388,773 | 39,266 | 0 | 309,507 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 196,564 | | | |
| | b Net investment income (if negative, enter -0-) | | 546,071 | | |
| | c Adjusted net income (if negative, enter -0-) | | | 108,969 | |

| | 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 | | | | |
| | 2 Savings and temporary cash investments | | 42,621 | 45,729 | 45,729 |
| | 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) | | 2,317,820 | 2,726,653 | 3,462,515 |
| | c Investments—corporate bonds (attach schedule) | | 1,328,111 | 1,112,734 | 1,121,168 |
| | 11 Investments—land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation (attach schedule) ► | | | | |
| | 12 Investments—mortgage loans | | | | |
| | 13 Investments—other (attach schedule) | | | | |
| | 14 Land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation (attach schedule) ► | | | | |
| | 15 Other assets (describe ►) | | 0 | | |
| | 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | 3,688,552 | 3,885,116 | 4,629,412 |
| 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 | | 3,688,552 | 3,885,116 | |
| | 30 Total net assets or fund balances (see instructions) | | 3,688,552 | 3,885,116 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | 3,688,552 | 3,885,116 | |

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 | 3,688,552 |
| 2 | Enter amount from Part I, line 27a | 2 | 196,564 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,885,116 |
| 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 | 3,885,116 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|---|---|---|--|---|
| 1a See Additional Data Table | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a See Additional Data Table | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a See Additional Data Table | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right.$ | | 2 | 476,368 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right.$ | | 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 | 546,938 | 4,644,369 | 0 117764 |
| 2012 | 540,178 | 4,704,168 | 0 11483 |
| 2011 | 607,882 | 5,218,429 | 0 116488 |
| 2010 | 538,702 | 5,312,390 | 0 101405 |
| 2009 | 480,072 | 4,968,337 | 0 096626 |
| 2 Total of line 1, column (d). | | | 2 0 547113 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0 109423 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | | | 4 4,654,103 |
| 5 Multiply line 4 by line 3. | | | 5 509,266 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 6 5,461 |
| 7 Add lines 5 and 6. | | | 7 514,727 |
| 8 Enter qualifying distributions from Part XII, line 4. | | | 8 309,507 |

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 | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | 1 | 10,921 |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2. | 3 | 10,921 |
| 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- | 5 | 10,921 |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 2,000 |
| 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 | 2,000 |
| 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 <input type="checkbox"/> | 9 | 8,921 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/> | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax <input 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <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 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 | Yes | 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 | Yes | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► | 13 | Yes | No |
| 14 | The books are in care of ►LAURENCE BARTELL Located at ►1801 EAST 9TH STREET 920 CLEVELAND OH | Telephone no ►(216) 621-1180 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 | |
| 1b | 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. ► | | |
| 1c | 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? | | 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)) | | |
| 2a | 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? If "Yes," list the years ► 20____, 20____, 20____, 20____ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 2b | 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) | | |
| 2c | 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? 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). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 3b | | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| 4b | 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? | | 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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (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 <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)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/> | | 5b |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i> | | 6b No |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b No |

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).

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

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"

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 THE FOUNDATION'S CHARITABLE ACTIVITY IS TO PROVIDE GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. DURING 2014 THE FOUNDATION MADE GRANTS TO 73 ORGANIZATIONS.

268,500

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 NOT APPLICABLE

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 4,672,121 |
| b | Average of monthly cash balances. | 1b 52,857 |
| c | Fair market value of all other assets (see instructions). | 1c 0 |
| d | Total (add lines 1a, b, and c). | 1d 4,724,978 |
| 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 4,724,978 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 70,875 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 4,654,103 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 232,705 |

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. | 1 232,705 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a 10,921 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b |
| c | Add lines 2a and 2b. | 2c 10,921 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 221,784 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 |
| 5 | Add lines 3 and 4. | 5 221,784 |
| 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. | 7 221,784 |

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 309,507 |
| 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 | 4 309,507 |
| 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 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 309,507 |

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 | | | | 221,784 |
| 2 Undistributed income, if any, as of the end of 2014 | | | 0 | |
| a Enter amount for 2013 only. | | | | |
| b Total for prior years 2012, 2011, 2010 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009. | 232,679 | | | |
| b From 2010. | 276,048 | | | |
| c From 2011. | 355,617 | | | |
| d From 2012. | 309,244 | | | |
| e From 2013. | 318,328 | | | |
| f Total of lines 3a through e. | 1,491,916 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 309,507 | | | 0 | |
| a Applied to 2013, but not more than line 2a | | | | |
| 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. | | | | 221,784 |
| e Remaining amount distributed out of corpus | 87,723 | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | 1,579,639 | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | 0 | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions. | | | 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). | 232,679 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. | 1,346,960 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. | 276,048 | | | |
| b Excess from 2011. | 355,617 | | | |
| c Excess from 2012. | 309,244 | | | |
| d Excess from 2013. | 318,328 | | | |
| e Excess from 2014. | 87,723 | | | |

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

| | | | | |
|-----|--|--|--|--|
| 1a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. | | | |
| b | Check box to indicate whether the 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))

NONE

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

NONE

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

LAURENCE A BARTELL
1801 EAST 9TH STREET 920
CLEVELAND, OH 44114
(216) 621-1180

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

NONE REQUIRED

c Any submission deadlines

DECEMBER 31

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

GRANTS ARE LIMITED TO PUBLIC CHARITIES FOR EDUCATIONAL OR CHARITABLE PURPOSES

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 | 268,500 |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

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 | (d) Amount | |
| 1 Program service revenue | | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments. | | | | | | |
| 3 Interest on savings and temporary cash investments. | | | | | 14 | |
| 4 Dividends and interest from securities. | | | | 18 | 108,969 | |
| 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 | 476,368 | |
| 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). | | | | | 585,337 | |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | | 13 | 585,337 | |

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

| (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.

* * * * *

2015-04-24

* * * * *

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 LAURENCE A BARTELL | Preparer's Signature | Date 2015-04-24 | Check if self-employed <input checked="" type="checkbox"/> | PTIN P01273511 |
| | Firm's name ► SUSTINBARTELLWALDMAN & FITZGERALD | | | Firm's EIN ► | |
| | Firm's address ► 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 P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| KEYBANK - LTCG DIVIDENDS | P | 2013-01-01 | 2014-12-31 |
| KEYBANK SALES | P | | |
| KEYBANK SETTLEMENTS | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 29,942 | | 0 | 29,942 |
| 1,332,417 | | 1,082,585 | 249,832 |
| 316,725 | | 314,702 | 2,023 |
| 108,987 | | 101,383 | 7,604 |
| 585,455 | | 492,112 | 93,343 |
| 113,637 | | 113,910 | -273 |
| 525,359 | | 456,142 | 69,217 |
| 333,513 | | 319,225 | 14,288 |
| 239,283 | | 228,945 | 10,338 |
| 54 | | 0 | 54 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|-----------------------------------|--|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 29,942 |
| | | | 249,832 |
| | | | 2,023 |
| | | | 7,604 |
| | | | 93,343 |
| | | | -273 |
| | | | 69,217 |
| | | | 14,288 |
| | | | 10,338 |
| | | | 54 |

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 |
|---|--|--|--|--|
| EMILY ZEIDERS 206 THIRD STREET BOILING SPRINGS, PA 17007 | TRUSTEE 0 | 2,000 | | |
| JOSHUA K PRYOR 1129 FOLSOM STREET SAN FRANCISCO, CA 94103 | TRUSTEE 0 | 2,000 | | |
| ETHEL PEARSON PO BOX 32554 EUCLID, OH 44132 | SECRETARY 0 | 18,000 | | |
| SUZANNE W ERIKSON 2972 FULLER MOUNTAIN RD NORTH FERRISBURGH, VT 05473 | TRUSTEE 0 | 2,000 | | |
| LAURENCE A BARTELL 1801 EAST NINTH STREET 920 CLEVELAND, OH 44114 | TRUSTEE 4 0 | 36,000 | | |

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 | | | | |
| ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD HIGHLAND HILLS, OH 44128 | NONE | PC | EDUCATIONAL SERVICES TO NEEDY CHILDREN | 4,000 |
| ALZHEIMERS ASSOCIATION 23215 COMMERCE PARK DRIVE BEACHWOOD, OH 44122 | NONE | PC | MEDICAL RESEARCH | 1,000 |
| AMERICAN HEART ASSOCIATION 1689 EAST 115TH ST CLEVELAND, OH 44106 | NONE | PC | MEDICAL RESEARCH | 10,000 |
| AMERICAN RED CROSS 3747 EUCLID AVE CLEVELAND, OH 44115 | NONE | PC | AID TO NEEDY | 4,000 |
| ANIMAL PROTECTIVE LEAGUE OF CLEVELAND 1729 WILLEY AVE CLEVELAND, OH 44113 | NONE | PC | ANIMAL CARE SERVICES | 5,000 |
| BELLEFAIRE 22001 FAIRMOUNT BLVD CLEVELAND HTS, OH 44118 | NONE | PC | AID TO NEEDY | 8,000 |
| CLEVELAND MUSEUM OF ART 1150 EAST BLVD CLEVELAND, OH 44106 | NONE | PC | ART PRESERVATION | 6,000 |
| CLEVELAND RAPE CRISIS CENTER 1370 ONTARIO STREET CLEVELAND, OH 44115 | NONE | PC | SUPPORT FOR ABUSED WOMEN | 5,000 |
| BOYS & GIRLS CLUBS 6114 BROADWAY AVE CLEVELAND, OH 44127 | NONE | PC | AID TO NEEDY CHILDREN | 4,000 |
| CAMP HO MITA CODA 3601 SOUTH GREEN ROAD 100 CLEVELAND, OH 44122 | NONE | PC | AID TO NEEDY CHILDREN | 3,000 |
| CITY YEAR CLEVELAND 820 PROSPECT AVE EAST CLEVELAND, OH 44115 | NONE | PC | YOUTH RACIAL DIVERSITY | 2,000 |
| CENTRAL SCHOOL OF PRACTICAL NURSING 4600 CARNEGIE AVE CLEVELAND, OH 44103 | NONE | PC | SCHOLARSHIP SUPPORT | 5,000 |
| GREATER CLEVELAND VOLUNTEERS 4415 EUCLID AVE CLEVELAND, OH 44103 | NONE | PC | MEDICAL RESEARCH | 2,000 |
| CLEVELAND BOTANICAL GARDEN 11030 EAST BLVD CLEVELAND, OH 44106 | NONE | PC | EDUCATIONAL PROGRAMS | 3,000 |
| NEW AVENUES TO IDEPENDENCE 17608 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | AID TO DISABLED INDIVIDUALS | 2,000 |
| Total | | | ► 3a | 268,500 |

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 FOODBANK 15500 SOUTH WATERLOO RD CLEVELAND, OH 44194 | NONE | PC | FOOD FOR NEEDY | 10,000 |
| CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | EDUCATIONAL PROGRAMS | 1,000 |
| CLEVELAND INSTITUTE OF ART 11141 EAST BLVD CLEVELAND, OH 44106 | NONE | PC | SCHOLARSHIP | 3,000 |
| CLEVELAND INSTITUTE OF MUSIC 11021 EAST BLVD CLEVELAND, OH 44106 | NONE | PC | SCHOLARSHIP | 3,000 |
| RECOVERY RESOURCES 2900 DETROIT AVE AKRON, OH 44113 | NONE | PC | ADDICTION COUNSELING | 5,000 |
| CLEVELAND MUSEUM OF NATURAL HISTORY ONE WADE OVAL DRIVE CLEVELAND, OH 44106 | NONE | PC | HISTORICAL PRESERVATION | 3,500 |
| CLEVELAND MUSIC SCHOOL SETTLEMENT 11025 MAGNOLIA DRIVE CLEVELAND, OH 44106 | NONE | PC | SCHOLARSHIP | 1,000 |
| CLEVELAND ORCHESTRA 11001 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | PREFORMING ARTS | 4,000 |
| CLEVELAND PLAYHOUSE 8500 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | PERFORMING ARTS | 3,000 |
| BOYS HOPE GIRLS HOPE 9619 GARFIELD BLVD CLEVELAND, OH 44125 | NONE | PC | AID TO NEEDY CHILDREN | 1,000 |
| CLEVELAND SIGHT CENTER 1909 EAST 101 ST CLEVELAND, OH 44106 | NONE | PC | AID TO THE BLIND | 3,000 |
| ARTHRITIS FOUNDATION 4630 RICHMOND ROAD CLEVELAND, OH 44128 | NONE | PC | MEDICAL RESEARCH | 1,000 |
| CLEVELAND KIDS IN NEED 3631 PERKINS AVE CLEVELAND, OH 44114 | NONE | PC | AID TO NEEDY | 4,000 |
| CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109 | NONE | PC | EDUCATIONAL PROGRAMS | 1,000 |
| CORNUCOPIA 18120 SLOANE AVE LAKEWOOD, OH 44107 | NONE | PC | AID TO NEEDY | 3,000 |
| Total | | | | 268,500 |
| | | | ► 3a | |

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 | | | | |
| SUICIDE PREVENTION EDUCATION ALLIANCE 29425 CHAGRIN BLVD 306 CLEVELAND, OH 44122 | NONE | PC | EDUCATIONAL PROGRAMS | 3,000 |
| ELIZA BRYANT CENTER 7201 WADE PARK AVE CLEVELAND, OH 44103 | NONE | PC | AID TO NEEDY | 3,000 |
| NOTRE DAME COLLEGE 455 COLLEGE ROAD SOUTH EUCLID, OH 44121 | NONE | PC | SCHOLARSHIP | 1,000 |
| FRANCES PAYNE BOLTON SCHOOL OF NURSING 10900 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | SCHOLARSHIP | 1,000 |
| FREE MEDICAL CLINIC 12201 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | MEDICAL CARE TO NEEDY | 12,000 |
| PET ORPHANS OF SOUTHERN CALIFORNIA 7720 GLORIA AVE VAN NUYS, CA 91406 | NONE | PC | CARE AND PLACEMENT OF ABANDONED PETS | 12,000 |
| GREAT LAKES SCIENCE MUSEUM 601 ERIESIDE AVE CLEVELAND, OH 44114 | NONE | PC | HISTORICAL PRESERVATION | 3,000 |
| ST MALACHI CENTER 2416 SUPERIOR AVE CLEVELAND, OH 44114 | NONE | PC | AID TO NEEDY | 2,000 |
| HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS, OH 44022 | NONE | PC | SHELTER FOR NEEDY | 3,000 |
| HOLDEN ARBORETUM 9500 SPERRY RD KIRTLAND, OH 44094 | NONE | PC | LAND PRESERVATION | 1,000 |
| CLEVELAND CHILDREN'S MUSEUM 10730 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | EDUCATIONAL PROGRAMS | 1,000 |
| MALACHI HOUSE 2810 CLINTON AVE CLEVELAND, OH 44103 | NONE | PC | AID TO NEEDY | 1,000 |
| RESCUE VILLAGE PO BOX 116 NOVELTY, OH 440720116 | NONE | PC | AID TO NEEDY | 3,000 |
| UNIVERSITY CIRCLE 11330 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | COMMUNITY OUTREACH | 1,000 |
| COLLEGE NOW 50 PUBLIC SQUARE CLEVELAND, OH 44113 | NONE | PC | EDUCATIONAL SUPPORT | 6,000 |
| Total | | | ► 3a | 268,500 |

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 | | | | |
| CUYAHOGA COMMUNITY COLLEGE 700 CARNEGIE AVE CLEVELAND, OH 44115 | NONE | PC | SCHOLARSHIPS | 3,000 |
| PLANNED PARENTHOOD 206 EAST STATE ST COLUMBUS, OH 43215 | NONE | PC | EDUCATIONAL PROGRAMS | 1,000 |
| CLEVELAND POLICE ATHLETIC LEAGUE 1300 ONTARIO ST CLEVELAND, OH 44113 | NONE | PC | POLICE AID TO CHILDREN | 1,000 |
| RAINBOW BABIES & CHILDREN'S HOSPITAL 11100 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | MEDICAL RESEARCH | 10,000 |
| SALVATION ARMY OF CLEVELAND 2507 EAST 22ND STREET CLEVELAND, OH 44115 | NONE | PC | AID TO NEEDY | 13,000 |
| LIVING MIRACLES 1502 WEST 117TH ST CLEVELAND, OH 44107 | NONE | PC | ANIMAL CARE | 1,000 |
| THERAPEUTIC RIDING CENTER 16497 SNYDER RD CHAGRIN FALLS, OH 44023 | NONE | PC | RIDING THERAPY | 8,000 |
| UNITED CEREBRAL PALSY 10011 EUCLID AVE CLEVELAND, OH 44106 | NONE | PC | MEDICAL RESEARCH | 3,000 |
| VISITING NURSE ASSOCIATION 2500 EAST 22ND ST CLEVELAND, OH 44115 | NONE | PC | AID TO NEEDY | 8,000 |
| VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH ST CLEVELAND, OH 44103 | NONE | PC | EDUCATIONAL SUPPORT | 3,000 |
| VOLUNTEERS OF AMERICA 8225 BRECKSVILLE RD CLEVELAND, OH 44141 | NONE | PC | AID TO NEEDY | 5,000 |
| CLEVELAND METROPARKS 4101 FULTON PARKWAY CLEVELAND, OH 44140 | NONE | PC | AID TO MOUNTED POLICE | 4,000 |
| DOMESTIC VIOLENCE CENTER PO BOX 5466 CLEVELAND, OH 44101 | NONE | PC | AID TO ABUSED WOMEN | 5,000 |
| THE GATHERING PLACE 23300 COMMERCE PARK DRIVE CLEVELAND, OH 44122 | NONE | PC | AID TO CANCER VICTIMS | 1,000 |
| HALE FARM & VILLAGE 10825 EAST BLVD CLEVELAND, OH 44106 | NONE | PC | HISTORICAL PRESERVATION | 2,000 |
| Total | | | ► 3a | 268,500 |

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 | | | | |
| HATTIE LARLHAM FOUNDATION 7996 DARROW ROAD TWINSBURG, OH 44087 | NONE | PC | EDUCATIONAL SUPPORT | 3,000 |
| HOSPICE OF THE WESTERN RESERVE 300 EAST 185TH STREET CLEVELAND, OH 44119 | NONE | PC | AID TO THE DYING | 6,000 |
| CUYAHOGA VALLEY SOIL & CONSERVATION DISTRICT 6100 WEST CANAL RD VALLEY VIEW, OH 44125 | NONE | PC | HISTORICAL PRESERVATION | 1,000 |
| FRIENDS OF THE CLEVELAND SCHOOL OF THE ARTS PO BOX 18265 CLEVELAND, OH 44118 | NONE | PC | EDUCATIONAL SUPPORT | 3,000 |
| YOUTH OPPORTUNITIES UNLIMITED 1361 EUCLID AVE CLEVELAND, OH 44115 | NONE | PC | AID TO NEEDY CHILDREN | 3,000 |
| PROVIDENCE HOUSE 2037 WEST 32ND STREET CLEVELAND, OH 44113 | NONE | PC | AID TO NEEDY | 5,000 |
| WVIZIDEASTREAM 1375 EUCLID AVE CLEVELAND, OH 44115 | NONE | PC | PUBLIC TV SUPPORT | 3,000 |
| YMCA OF GREATER CLEVELAND 2200 PROSPECT AVE CLEVELAND, OH 44115 | NONE | PC | AID TO NEEDY | 1,000 |
| ESPERANZA 3104 WEST 25TH STREET CLEVELAND, OH 44109 | NONE | PC | CULTURAL DIVERSITY | 1,000 |
| THE FISHING FOUNDATION 129 THE MALL BEREA, OH 44017 | NONE | PC | CONSERVATION | 2,000 |
| LUTHERAN METROPOLITAN MINISTRY 4515 SUPERIOR AVE CLEVELAND, OH 44103 | NONE | PC | RELIGIOUS SUPPORT | 5,000 |
| MEDWORKS 19910 MALVERN ROAD SHAKER HTS, OH 44122 | NONE | PC | MEDICAL AID TO POOR | 3,000 |
| ST MARTIN DE PORRES HIGH SCHOOL 6111 LAUSCHE AVE CLEVELAND, OH 44103 | NONE | PC | EDUCATIONAL SUPPORT | 1,000 |
| Total | | | ► 3a | 268,500 |

Form **8949**

Sales and Other Dispositions of Capital Assets

2014

Attachment
Sequence No **12A**

Department of the Treasury
Internal Revenue Service

- **Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**
 - **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

Social security number or taxpayer identification number

Name(s) shown on return

Social security number or taxpayer identification number

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

Γ (C) Short-term transactions not reported to you on Form 1099-B

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ►

872.862 (849.220) 23.642

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return Name and SSN or taxpayer identification no. not required if shown on other side
THE SK WELLMAN FOUNDATION

Social security number or taxpayer identification number
34-6520032

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked)

2,682,568 (2,259,784) 422,784

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

□ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked)

29,942 (0) 29,942

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

TY 2014 Accounting Fees Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| ACCOUNTING FEES | 24,300 | 22,150 | | 22,150 |

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

TY 2014 Depreciation Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

TY 2014 Investments Corporate Bonds Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| PIMCO TOTAL RETURN FUND | 0 | 0 |
| OPPENHEIMER FLOATING RATE FUND | 0 | 0 |
| TEMPLETON TOTAL BOND FUND | 144,504 | 137,043 |
| ISHARES BARCLAYS BOND FUND | 0 | 0 |
| ISHARES IBOXX BOND FUND | 16,862 | 17,912 |
| ISHARES BARCLAYS MBS BOND FUND | 0 | 0 |
| ISHARES 3-7 TREASURY BOND FUND | 0 | 0 |
| ISHARES 10 TREASURY BOND FUND | 0 | 0 |
| ISHARES 10+ CREDIT BOND FUND | 0 | 0 |
| JOHN HANCOCK OPEN-END FUND | 91,222 | 92,614 |
| ISHARES S&P/CITIGROUP | 0 | 0 |
| AETNA BOND | 50,544 | 50,313 |
| AMERICAN EXPRESS BOND | 50,467 | 50,218 |
| AUTOZONE BOND | 53,180 | 53,051 |
| CAPITOL ONE BOND | 50,023 | 49,756 |
| DUKE ENERGY BOND | 50,226 | 50,239 |
| JP MORGAN BOND | 49,642 | 50,057 |
| PRAXAIR BOND | 49,034 | 48,846 |
| VERIZON BOND | 51,507 | 51,102 |
| RIDGEWORTH HIGH INCOME FUND | 141,742 | 136,642 |

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|-------------------------------|--------------------------------------|
| AQR QGD FUTURES STRATEGY FUND | 47,674 | 52,703 |
| GOTHAM ABSOLUTE RETURN FUND | 220,080 | 234,918 |
| JP MORGAN STRATEGIC INC FUND | 46,027 | 45,754 |

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|-------------------------------|--------------------------------------|
| WESTERN ASSET MACRO FUND | 47,829 | 45,554 |
| 3M COMPANY | 26,369 | 28,756 |
| CONOCOPHILLIPS | 31,502 | 34,530 |
| NEUBERGER BERMAN EM FUND | 151,626 | 145,323 |
| ACCENTURE PLC | 16,665 | 26,793 |
| ISHARES RUSSELL 2000 FUND | 49,729 | 128,592 |
| XL GROUP | 0 | 0 |
| AMEREN CORP | 17,591 | 19,605 |
| ISHARES MSCI EAFE FUND | 51,016 | 60,840 |
| ISHARES RUSSELL MIDCAP FUND | 177,017 | 405,072 |
| LKCM SMALL EQUITY FUND | 0 | 0 |
| VANGUARD EMERGING MARKETS FUND | 0 | 0 |
| KRAFT FOODS | 15,686 | 25,064 |
| JOHN HANCOCK III DISC FUND | 59,934 | 98,682 |
| HARBOR INTERNATIONAL FUND | 381,794 | 373,647 |
| WALT DISNEY | 7,969 | 30,612 |
| APPLE, INC. | 14,503 | 60,709 |
| JP MORGAN CHASE | 15,666 | 29,725 |
| METLIFE | 19,660 | 24,341 |
| PRINCETON FUTURE FUND | 0 | 0 |
| ASTON/FAIRPOINTE MIDCAP FUND | 197,603 | 203,270 |
| THERMO FISHER | 12,466 | 31,323 |
| CHEVRON | 0 | 0 |
| AT&T | 13,810 | 15,116 |
| VERIZON | 15,012 | 18,712 |
| ORACLE | 10,285 | 22,485 |
| CINCINNATI FINANCIAL | 18,568 | 23,324 |
| ENERGEN | 12,837 | 17,534 |
| AMAZON | 0 | 0 |
| DODGE & COX INTERNATIONAL FUND | 492,002 | 488,568 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------|------------------------|-------------------------------|
| AMERICAN WATERWORKS | 0 | 0 |
| CAPITOL ONE FINANCIAL | 24,854 | 28,893 |
| COCA COLA | 19,638 | 26,387 |
| CMS ENERGY | 13,324 | 17,375 |
| INTEL | 24,166 | 30,847 |
| JOHNSON & JOHNSON | 21,442 | 31,371 |
| MICROSOFT | 27,764 | 35,999 |
| CME GROUP | 14,542 | 15,514 |
| PFIZER | 16,545 | 23,362 |
| PHILLIPS 66 | 8,815 | 19,717 |
| PRAXAIR | 0 | 0 |
| COMCAST CORP | 35,023 | 37,706 |
| CONCHO RESOURCES | 11,616 | 9,975 |
| DANAHER CORP | 30,072 | 34,284 |
| GOOGLE | 18,630 | 23,837 |
| REPUBLIC SERVICES | 18,474 | 24,150 |
| DIAMONDBACK ENERGY | 17,043 | 14,945 |
| CELGENE CORP | 8,042 | 33,558 |
| COSTCO WHOLESALE | 12,662 | 21,262 |
| DISCOVER FINANCIAL | 14,547 | 14,735 |
| STARBUCKS | 14,905 | 20,513 |
| EMC CORP | 20,310 | 22,305 |
| UPS | 19,922 | 27,793 |
| ENERGIZER HOLDINGS | 20,532 | 25,712 |
| UNITED TECHNOLOGIES | 14,109 | 34,500 |
| EXXON MOBIL CORP | 21,272 | 20,801 |
| FREEPORT-MCMORAN | 8,839 | 7,008 |
| MCCORMICK | 0 | 0 |
| MCDONALDS | 17,966 | 18,740 |
| MCKESSON CORP | 11,901 | 31,137 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------|------------------------|-------------------------------|
| GILEAD SCIENCES | 28,269 | 32,991 |
| NIKE | 9,238 | 19,230 |
| NOVARTIS | 0 | 0 |
| OCCIDENTAL PETROLEUM | 0 | 0 |
| T ROWE PRICE | 9,529 | 17,172 |
| PRICELINE | 5,303 | 11,402 |
| PROCTER & GAMBLE | 21,081 | 29,604 |
| QUALCOMM | 18,998 | 26,015 |
| HALLIBURTON CO | 14,433 | 11,799 |
| HENRY SCHEIN | 13,836 | 27,230 |
| HOME DEPOT | 9,809 | 13,121 |
| IBM | 17,661 | 16,044 |
| JOY GLOBAL | 7,954 | 6,978 |
| LYDONDDELLBASELL INDUSTRIES | 15,394 | 15,878 |
| MASTERCARD | 23,619 | 25,848 |
| MEMORIAL RESOURCE | 13,680 | 10,367 |
| MEREK & CO | 21,168 | 22,716 |
| MICHAEL KORS HOLDINGS | 16,612 | 16,898 |
| MORGAN STANLEY | 30,020 | 38,800 |
| PHILIP MORRIS | 19,429 | 18,326 |
| ROCKWOOD HOLDINGS | 17,608 | 17,730 |
| SEMPRA ENERGY | 18,965 | 19,488 |
| WELLS FARGO | 27,708 | 32,892 |
| ZIONS BANCORP | 22,245 | 21,383 |

TY 2014 Other Assets Schedule

Name: THE SK WELLMAN FOUNDATION**EIN:** 34-6520032

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------------|-----------------------------------|-----------------------------|------------------------------------|
| DIVIDENDS RECEIVABLE | 0 | | |

TY 2014 Other Expenses Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------|-----------------------------------|--------------------------|---------------------|--|
| OHIO FEE | 200 | | | 200 |

TY 2014 Other Professional Fees Schedule

Name: THE SK WELLMAN FOUNDATION

EIN: 34-6520032

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------------|--------|-----------------------|---------------------|---------------------------------------|
| BANK TRUSTEE/CUSTODIAL FEES | 34,232 | 17,116 | | 17,116 |

TY 2014 Taxes Schedule

Name: THE SK WELLMAN FOUNDATION**EIN:** 34-6520032

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------|--------|-----------------------|---------------------|---------------------------------------|
| EXCISE TAXES | 1,541 | | | 1,541 |