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NEW NAME

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

| | | | | | | | | |
|---|--|---|--|---------------------------------------|---|--|---|---|
| Name of foundation ROBERT & ESTHER BLACK FAMILY FDN | | A Employer identification number 61-6433804 | | | | | | |
| Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite | B Telephone number (see instructions) 216-257-4701 | | | | | | |
| PNC BANK NA PO BOX 609 | | | | | | | | |
| City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15230-9738 | | | | | | | | |
| G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input checked="" type="checkbox"/> Name change</td> </tr> </table> | | <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input checked="" type="checkbox"/> Address change | <input checked="" type="checkbox"/> Name change | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | | | | | | | |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | | | | | | | |
| <input checked="" type="checkbox"/> Address change | <input checked="" type="checkbox"/> Name change | | | | | | | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | | | | | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,828,349. | | | | | | | | |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | | | | | | | |

| 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) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | 975,784. | | | |
| 2 Check <input checked="" 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 | | 98,779. | 98,779. | | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 90,270. | | | |
| b Gross sales price for all assets on line 6a 1,859,587. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 90,270. | | |
| 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 | | 1,164,833. | 189,049. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 27,319. | 13,659. | | 13,659. |
| 14 Other employee salaries and wages | | | NONE | NONE | |
| 15 Pension plans, employee benefits | | | NONE | NONE | |
| 16a Legal fees (attach schedule) STMT. 1 | | 6,747. | NONE | NONE | 6,747. |
| b Accounting fees (attach schedule) | | | | | |
| c Other professional fees (attach schedule) | | | | | |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see instructions) STMT. 2 | | 4,628. | 13. | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | NONE | NONE | |
| 22 Printing and publications | | | NONE | NONE | |
| 23 Other expenses (attach schedule) STMT. 3 | | 8,647. | 447. | | 8,200. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 47,341. | 14,119. | NONE | 28,606. |
| 25 Contributions, gifts, grants paid | | 320,000. | | | 320,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 367,341. | 14,119. | NONE | 348,606. |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | | 797,492. | | | |
| b Net investment income (if negative, enter -0-) | | | 174,930. | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

NE
13

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|---|------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | 80,800. | 74,941. | 74,941. |
| | 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 ▶ | NONE | | | |
| | 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) | | 2,630,822. | 2,703,613. | 3,037,541. |
| | c | Investments - corporate bonds (attach schedule) | | | 729,001. | 715,867. |
| | 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 ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 2,711,622. | 3,507,555. | 3,828,349. | |
| 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) | | | NONE | |
| 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 2,711,622. | 3,507,555. | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds . . | | | | |
| | 30 | Total net assets or fund balances (see instructions) | | 2,711,622. | 3,507,555. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 2,711,622. | 3,507,555. | | |

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 | 2,711,622. |
| 2 | Enter amount from Part I, line 27a | 2 | 797,492. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,509,114. |
| 5 | Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT | 5 | 1,559. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 3,507,555. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.) | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|---|---|----------------------------------|
| 1a PUBLICLY TRADED SECURITIES | | | | | |
| 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 1,859,587. | | 1,769,317. | 90,270. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| a | | | 90,270. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 90,270. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | | |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

| (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 | 248,285. | 3,071,240. | 0.080842 |
| 2012 | 350,218. | 3,128,571. | 0.111942 |
| 2011 | 390,688. | 3,382,188. | 0.115513 |
| 2010 | 450,271. | 3,412,134. | 0.131962 |
| 2009 | 424,147. | 3,372,876. | 0.125752 |
| 2 Total of line 1, column (d) | | | 2 0.566011 |
| 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 0.113202 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | | | 4 4,165,774. |
| 5 Multiply line 4 by line 3 | | | 5 471,574. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,749. |
| 7 Add lines 5 and 6 | | | 7 473,323. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | | | 8 348,606. |

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

| | | | |
|---|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 3,499. |
| 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 | 3,499. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 3,499. |
| 6 Credits/Payments | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 2,308. | |
| b Exempt foreign organizations - tax withheld at source | 6b | NONE | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 2,100. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 4,408. | |
| 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 | 909. | |
| 11 Enter the amount of line 10 to be. Credited to 2015 estimated tax <input type="checkbox"/> 909. Refunded <input type="checkbox"/> <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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| 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? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 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? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | X | |

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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 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | 13 | X | |
| 14 | The books are in care of ▶ PNC BANK NA Telephone no. ▶ (216) 257-4701 Located at ▶ PO BOX 94651, CLEVELAND, OH ZIP+4 ▶ 44101-4651 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 16 | At any time during calendar year 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No X |

| | |
|-------------------|--|
| 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.

| | | | |
|--|--|-----------------------------------|---------------------------------|
| <p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | <p>1b</p> <p>1c</p> | <p>X</p> <p>X</p> |
| <p>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))</p> <p>a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/></p> <p>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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p> | | <p>2b</p> | <p>X</p> |
| <p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | <p>3b</p> | <p>X</p> |
| <p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p> <p>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?</p> | | <p>4a</p> <p>4b</p> | <p>X</p> <p>X</p> |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| PNC BANK NA PO BOX 609, PITTSBURGH, PA 15230 | TRUSTEE 3 | 27,319. | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 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 NONE | |
| 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 NONE | |
| 2 | |
| All other program-related investments See instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

Form 990-PF (2014)

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 | 4,229,212. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions). | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 4,229,212. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 4,229,212. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 63,438. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,165,774. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 208,289. |

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 | 208,289. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 3,499. |
| b | Income tax for 2014. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,499. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 204,790. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 204,790. |
| 6 | Deduction from distributable amount (see instructions). | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 204,790. |

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 | 348,606. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 348,606. |
| 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 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 348,606. |

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 | | | | 204,790. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | NONE | |
| b Total for prior years 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2014. | | | | |
| a From 2009 | 256,723. | | | |
| b From 2010 | 271,004. | | | |
| c From 2011 | 229,417. | | | |
| d From 2012 | 196,281. | | | |
| e From 2013 | 97,755. | | | |
| f Total of lines 3a through e | 1,051,180. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 348,606. | | | | |
| a Applied to 2013, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2014 distributable amount | | | | 204,790. |
| e Remaining amount distributed out of corpus | 143,816. | | | |
| 5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 1,194,996. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | NONE |
| 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) | NONE | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | 256,723. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 938,273. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 | 271,004. | | | |
| b Excess from 2011 | 229,417. | | | |
| c Excess from 2012 | 196,281. | | | |
| d Excess from 2013 | 97,755. | | | |
| e Excess from 2014 | 143,816. | | | |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i). | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization. | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

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

c Any submission deadlines.

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 Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| a Paid during the year SEE STATEMENT 15 | | | | 320,000. |
| Total | | | ▶ 3a | 320,000. |
| 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 | | | | | |
| 4 | Dividends and interest from securities | | | 14 | 98,779. | |
| 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 | 90,270. | |
| 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) | | | | 189,049. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 189,049. | |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

2014

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

ROBERT & ESTHER BLACK FAMILY FDN

61-6433804

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
ROBERT & ESTHER BLACK FAMILY FDN

Employer identification number
61-6433804

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 1 | JOHN BAXTER BLACK PO BOX 609 PITTSBURGH, PA 15230 | \$ 975,783. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

FORM 990PF, PART I - LEGAL FEES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | ADJUSTED NET INCOME ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|--------------------------------------|------------------------------------|---------------------------------|
| LEGAL FEES - PRINCIPAL (ALLOCA | 6,747. | | | 6,747. |
| TOTALS | 6,747. | NONE | NONE | 6,747. |
| | ===== | ===== | ===== | ===== |

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| FOREIGN TAXES | 13. | 13. |
| FEDERAL TAX PAYMENT - PRIOR YE | 2,307. | |
| FEDERAL ESTIMATES - PRINCIPAL | 2,308. | |
| | ----- | ----- |
| TOTALS | 4,628. | 13. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | CHARITABLE PURPOSES ----- |
|----------------------|--|--------------------------------------|---------------------------------|
| CONSULTING SERVICES | 8,000. | | 8,000. |
| STATE FILING FEE | 200. | | 200. |
| OTHER FEES | 447. | 447. | |
| TOTALS | 8,647. | 447. | 8,200. |
| | ===== | ===== | ===== |

=====

RECIPIENT NAME:

DISCOVERY SCHOOL

ADDRESS:

855 MILLSBORO ROAD
MANSFIELD, OH 44903

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

GLIMMERGLASS OPERA THEATRE

ADDRESS:

7300 STATE HIGHWAY 80
COOPERSTOWN, NY 13326

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

DISCOVERY SCHOOL

ADDRESS:

855 MILLSBORO ROAD
MANSFIELD, OH 44903

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

MANSFIELD YMCA

ADDRESS:

750 SCHOLL ROAD

MANSFIELD, OH 44907

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

RENAISSANCE PERFORMING ARTS ASSOC

ADDRESS:

138 PARK AVENUE

MANSFIELD, OH 44901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

THIRD STREET COMMUNITY CLINIC

ADDRESS:

600 WEST THIRD STREET

MANSFIELD, OH 44906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

WORLD BOSTON

ADDRESS:

ONE MILK STREET
BOSTON, MA 02109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WESTERN RESERVE ACADEMY

ADDRESS:

115 COLLEGE STREET
HUDSON, OH 44236

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

VOLUNTEERS OF AMERICA
NORTH CENTRAL OHIO

ADDRESS:

280 NORTH MAIN STREET
MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

VISITING NURSE ASSOCIATION

ADDRESS:

105 NORTH MAIN STREET
MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

UNITED WAY OF RICHLAND COUNTY

ADDRESS:

35 NORTH PARK STREET
MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNITED WAY OF MASSACHUSETTS BAY

ADDRESS:

51 SLEEPER STREET
BOSTON, MA 02210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 1,500.

=====

RECIPIENT NAME:

SALVATION ARMY OF MANSFIELD OHIO

ADDRESS:

47 SOUTH MAIN STREET

MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ROYAL OAK FOUNDATION

ADDRESS:

26 BROADWAY AVENUE

NEW YORK, NY 10004

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

RICHLAND COUNTY FOUNDATION

ADDRESS:

24 WEST THIRD STREET

MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

RICHLAND COUNTY CARROUSEL PARK

ADDRESS:

34 SOUTH PARK STREET

MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

RICHLAND ACADEMY

ADDRESS:

75 NORTH WALNUT STREET

MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

RAEMELTON THERAPEUTIC

ADDRESS:

569 SOUTH TRIMBLE ROAD

MANSFIELD, OH 44906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

PUTNEY SCHOOL

ADDRESS:

ELM LEA FARM ROAD

PUTNEY, VT 05346

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

PRINCETON UNIVERSITY

ADDRESS:

PO BOX 5357

PRINCETON, OH 08543

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF OHIO

ADDRESS:

384 PARK AVENUE WEST

MANSFIELD, OH 44906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,500.

=====

RECIPIENT NAME:

RENAISSANCE PERFORMING ARTS ASSOC

ADDRESS:

138 PARK AVENUE

MANSFIELD, OH 44901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MANSFIELD REFORMATORY

ADDRESS:

100 REFORMATORY BLVD

MANSFIELD, OH 44905

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

MANSFIELD FINE ARTS GUILD

ADDRESS:

700 MARION AVENUE

MANSFIELD, OH 44906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

HARVARD UNIVERSITY

ADDRESS:

124 MOUNT AUBURN STREET
CAMBRIDGE, MA 02138

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

FRIENDLY HOUSE

ADDRESS:

380 NORTH MULBERRY STREET
MANSFIELD, OH 44902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

DISCOVERY SCHOOL

ADDRESS:

855 MILLSBORO ROAD
MANSFIELD, OH 44903

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

COMMUNITY ACTION FOR CAPABLE

ADDRESS:

1495 EAST LONGVIEW AVENUE

MANSFIELD, OH 44906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

CLEVELAND MUSEUM OF ART

ADDRESS:

11150 EUCLID AVENUE

CLEVELAND, OH 44106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BROWN UNIVERSITY

ADDRESS:

PO BOX C

PROVIDENCE, RI 02912

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOSTON SYMPHONY ORCHESTRA
ADDRESS:
301 MASSACHUSETTS AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
BABSON COLLEGE
ADDRESS:
37 ALUMI HALL
BABSON PARK, MA 02457
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
REHABILITATION SERVICES OF NORTH
CENTRAL OHIO
ADDRESS:
270 STERKEL BOULEVARD
MANSFIELD, OH 44907
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

ROBERT & ESTHER BLACK FAMILY FDN 61-6433804
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

MASSACHUSETTS GENERAL HOSPITAL

ADDRESS:

55 FRUIT STREET
BOSTON, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 320,000.

=====

(85%) to support Exempt Organizations serving Richland County, Ohio, and adjacent counties, and Fifteen Percent (15%) to support Exempt Organizations serving Otsego County, New York. In addition, it is recommended, but not required, that when making decisions regarding distributions to support Exempt Organizations serving Richland County, Ohio, the Distribution Trustees seek the advice of representatives of the Richland County Foundation of Mansfield, Ohio, Mansfield, Ohio, an Ohio nonprofit corporation, or its successor.

1.2 Termination of Trust. This trust shall continue for such time as the Trustees determine is appropriate, taking into account the Charitable Purposes of this trust; provided, however, that if not terminated earlier, this trust shall terminate fifty (50) years after the Trigger Date. Upon a determination that the trust is to terminate, the Distribution Trustees may adopt and implement a plan of termination. Upon any termination of the trust, and after paying or adequately providing for the payment of all known obligations of the trust, the assets of this trust shall be distributed exclusively to such one or more Exempt Organizations that further one or more Charitable Purposes, in such share or shares as the Distribution Trustees shall select, but only in a manner that will avoid the tax imposed by Section 507(c) of the Internal Revenue Code and only in furtherance of the areas of priority set forth above or otherwise designated under paragraph 1.1.

* 1.3 Foundation Name. Prior to the Trigger Date, this trust shall be known as "The Katherine Kenyon Lippitt Foundation" and, after the Trigger Date, this trust shall be known as "The Robert and Esther Black Family Foundation." The name by which the trust is to be known, * either before or after the Trigger Date, may not be changed except by action of the Family Trustees, acting jointly if two are serving, or individually, if only one is serving, and any such action by the Family Trustees shall be in a signed and witnessed writing delivered to the other Trustees, and shall be revocable unless it is made irrevocable by its terms. In the case of conflicting revocable instruments, the instrument of latest date shall control. In the event that the name of this trust is changed pursuant to the provisions of this paragraph 1.3, the Administrative Trustee shall promptly take such actions as may be necessary to effect such name change, including without limitation providing such written notice to federal, state and local authorities as may be required.

TRUST AGREEMENT CREATING
THE KATHERINE KENYON LIPPITT FOUNDATION

TRUST AGREEMENT CREATING
THE KATHERINE KENYON LIPPITT FOUNDATION

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TRUST AGREEMENT CREATING
THE KATHERINE KENYON LIPPITT FOUNDATION

We, John B. Black and Peter M. Black (the "Family Trustees") and Kenneth G. Hochman, who are collectively serving as the current Trustees (the "Current Trustees") of the Katherine Kenyon Lippitt Foundation, an Ohio nonprofit corporation created on August 3, 1987 (the "Corporate Foundation"), hereby create this trust with themselves as initial Distribution Trustees and PNC Bank, N.A., operating in Cleveland, Ohio, as Administrative Trustee. The respective powers, duties and authority of the Administrative Trustee and the Distribution Trustees are set forth in Articles 3 and 4 hereof. The Current Trustees hereby transfer to the Trustees hereunder the property described in Exhibit B, and the Trustees hereunder accept such property and agree to hold, manage and distribute the trust property, and any additions thereto, under the terms set forth in this trust agreement. It is also anticipated that, upon receipt of a favorable determination from the Internal Revenue Service recognizing this trust as an Exempt Organization (as defined in paragraph 1.1(A), below), additions to this trust will be made by the Corporate Foundation, which will then dissolve. As used herein, the term "Trustees" shall mean the Distribution Trustees and the Administrative Trustee, each of which shall be a "Trustee," and the term "Distribution Trustees" shall mean the Distribution Trustee or Trustees serving at the relevant time, even if only one Distribution Trustee is then serving.

Article 1 - Purposes of Trust and Application of Trust Funds

1.1 Application of Trust Funds.

(A) General. The Administrative Trustee shall from time to time distribute and apply the net income and/or principal of the trust as the Distribution Trustees direct and deem appropriate or desirable to carry out exclusively Charitable Purposes. Except as provided in subparagraph (B) below, "Charitable Purposes" shall at all times mean charitable, educational, scientific, literary or religious purposes, including the making of contributions or gifts for such purposes to organizations that qualify as organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code ("Exempt Organizations"). This trust's charitable areas of priority shall be those that are consistent with the historical pattern of

grantmaking of the Corporate Foundation and of this trust as demonstrated during the time when at least one Family Trustee is or was serving as Trustee of the Corporate Foundation and/or Distribution Trustee of this trust, as applicable.

(B) Designation of Specific Charitable Priorities/Purposes. Notwithstanding subparagraph (A) above, the Family Trustees may, acting jointly if two are serving, or individually if only one is serving, (1) modify the charitable areas of priority for this trust, (2) designate from time to time specific Charitable Purposes that shall be carried out by the trust, or (3) impose from time to time additional restrictions or limitations on the Charitable Purposes to be carried out by the trust; provided, however, that any such modification, designation, restriction or limitation shall qualify under the broad definition of Charitable Purposes contained in subparagraph (A) above, and shall not jeopardize this trust's qualifications under Section 501(c)(3) of the Internal Revenue Code. Any such action by the Family Trustees shall be in a signed and witnessed writing delivered to the other Trustees, and shall be revocable unless it is made irrevocable by its terms; in the case of conflicting revocable instruments, the instrument of latest date shall control.

(C) When No Family Trustee is Serving. Unless otherwise effectively designated by action of the Family Trustees pursuant to subparagraph (B) above, when no Family Trustee is serving as Trustee hereunder (the "Trigger Date"), the Charitable Purposes of the trust shall be carried out as follows: During the taxable year of the trust in which the Trigger Date occurs, and for the next five taxable years of the trust thereafter (the "Interim Distribution Period"), distributions from the trust shall be made first in satisfaction of any charitable pledges of the trust outstanding as of the Trigger Date, and second, to such Exempt Organizations, and in such amounts, as the Distribution Trustees determine is consistent with the historical pattern of grantmaking of the Corporate Foundation and/or the trust, as applicable, for the five taxable years of such entities prior to the Trigger Date (the Corporate Foundation currently uses the term "Regular Annual Gifts" to refer to its customary recurring approved distributions). Thereafter, the Distribution Trustees may, but shall not be required to, continue to follow this historical pattern of grantmaking; however, any other distributions made from the trust either during or after the Interim Distribution Period shall generally be allocated as follows: Eighty Five Percent

(85%) to support Exempt Organizations serving Richland County, Ohio, and adjacent counties, and Fifteen Percent (15%) to support Exempt Organizations serving Otsego County, New York. In addition, it is recommended, but not required, that when making decisions regarding distributions to support Exempt Organizations serving Richland County, Ohio, the Distribution Trustees seek the advice of representatives of the Richland County Foundation of Mansfield, Ohio, Mansfield, Ohio, an Ohio nonprofit corporation, or its successor.

1.2 Termination of Trust. This trust shall continue for such time as the Trustees determine is appropriate, taking into account the Charitable Purposes of this trust; provided, however, that if not terminated earlier, this trust shall terminate fifty (50) years after the Trigger Date. Upon a determination that the trust is to terminate, the Distribution Trustees may adopt and implement a plan of termination. Upon any termination of the trust, and after paying or adequately providing for the payment of all known obligations of the trust, the assets of this trust shall be distributed exclusively to such one or more Exempt Organizations that further one or more Charitable Purposes, in such share or shares as the Distribution Trustees shall select, but only in a manner that will avoid the tax imposed by Section 507(c) of the Internal Revenue Code and only in furtherance of the areas of priority set forth above or otherwise designated under paragraph 1.1.

1.3 Foundation Name. Prior to the Trigger Date, this trust shall be known as "The Katherine Kenyon Lippitt Foundation" and, after the Trigger Date, this trust shall be known as "The Robert and Esther Black Family Foundation." The name by which the trust is to be known, either before or after the Trigger Date, may not be changed except by action of the Family Trustees, acting jointly if two are serving, or individually, if only one is serving, and any such action by the Family Trustees shall be in a signed and witnessed writing delivered to the other Trustees, and shall be revocable unless it is made irrevocable by its terms. In the case of conflicting revocable instruments, the instrument of latest date shall control. In the event that the name of this trust is changed pursuant to the provisions of this paragraph 1.3, the Administrative Trustee shall promptly take such actions as may be necessary to effect such name change, including without limitation providing such written notice to federal, state and local authorities as may be required.

Article 2 - Prohibited Transactions

2.1 Prohibition Against Private Benefit. No part of the net earnings of the trust shall inure to the benefit of the Trustees or any other private persons, except that the trust shall be authorized and empowered to pay reasonable compensation appropriate for services rendered (including compensation of the Distribution Trustees and the Administrative Trustee as provided in paragraphs 3.3 and 4.5, respectively) and to make payments and distributions as set forth in Article 1 above. No substantial part of the activities of the trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the trust shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision hereof, the trust shall not carry on any other activities not permitted to be carried on both (a) by a trust exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and (b) by a trust described in Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

2.2 Required Distributions. The trust shall, at a minimum, make distributions in each taxable year at such time and in such manner as not to incur the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

2.3 Prohibited Acts. Notwithstanding any other provision hereof, the trust shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (c) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

2.4 Other. Notwithstanding any other provision of this trust, (a) no donor may require the return of trust property that he, she or it contributed, even in exchange for property of equal value; and (b) the Trustees shall not (i) lend money or other trust property to any person or entity except on adequate security and at an adequate rate of interest, (ii) sell, exchange, or otherwise deal with any trust property for less than adequate consideration in money or money's worth, or (iii) use income or principal to pay premiums on any policy of insurance on the life of

any donor or any donor's spouse (unless such policy is irrevocably payable exclusively for the Charitable Purposes of this trust, within the meaning of Section 677(a)(3) of the Internal Revenue Code).

Article 3 - Distribution Trustees

3.1 Number and Successors. The Distribution Trustees shall consist of the three initial Distribution Trustees identified above and their successors, if any; provided that at no time shall the number of Distribution Trustees exceed three.

3.2 Resignation, Incapacity, and Vacancies. Any Distribution Trustee may resign at any time in the manner described below in this paragraph 3.2; in addition, an individual Distribution Trustee who becomes incapacitated (as defined in paragraph 5.3 below), other than temporarily, shall be treated as if he or she has resigned as a Distribution Trustee. In the case of a vacancy arising from any cause, the remaining Distribution Trustees, if any, may, but are not required to, appoint an individual who has attained age 30 to fill the vacancy, and may also at any time stipulate an order of succession of Distribution Trustees, or a mechanism or procedure for the selection or designation of Distribution Trustees. In the event there is no individual Distribution Trustee serving, and no successor Distribution Trustee has been effectively appointed pursuant to this paragraph 3.2, the Administrative Trustee shall carry out the powers, duties and authority of the Distribution Trustees and there shall be no separate Distribution Trustee serving hereunder. The resignation or appointment of a Distribution Trustee shall be in a signed and witnessed writing delivered to all of the Trustees and filed with the trust records. An appointment shall not be effective unless and until accepted in writing by the Distribution Trustee appointed and, even after acceptance, the appointment of a successor Distribution Trustee be revocable unless and until the vacancy has occurred. In case of conflicting revocable appointments, the writing of latest date shall control.

3.3 Compensation. A Distribution Trustee shall serve without bond and, unless waived, and except for a Family Trustee, may receive reasonable compensation appropriate to the total trust assets and the Trustee duties performed; any Distribution Trustee (including a Family Trustee) may also be reimbursed for reasonable expenses incurred on behalf of the trust.

3.4 Actions and Powers, Duties and Authority of Distribution Trustees.

(A) Disbursements of income or principal. While there are one or more Distribution Trustees serving hereunder, determinations regarding the distribution of trust assets in furtherance of this trust's Charitable Purposes shall be within the sole provenance and at the direction of the Distribution Trustees. Disbursements of trust income or principal shall be made by the Administrative Trustee only upon receipt of a written disbursement order from the Distribution Trustees. A disbursement order must be signed by a majority of the Distribution Trustees (if more than one is serving), or by the Distribution Trustees' designated secretary, and will be deemed valid only if it states that it is authorized by a majority vote of the Distribution Trustees. The receipt by the Administrative Trustee of a valid disbursement order as described above shall constitute full and complete authority to the Administrative Trustee for any disbursements called for therein.

(B) Power to designate Trust/Foundation officers, etc. The Distribution Trustees may adopt such rules and regulations as they deem appropriate to carry out their duties. Without limitation, the Distribution Trustees may appoint officers whose duties and titles may be similar to the duties and titles of officers of a foundation structured as a nonprofit corporation. In addition, we anticipate that the Distribution Trustees will adopt and enforce a Conflict of Interest policy in accordance with federal tax best practices as published from time to time.

(C) Power to modify donor restrictions or conditions. A donor of funds to this charitable trust may (by written instrument filed contemporaneously with the transfer of such funds) provide restrictions or conditions on the distribution of such funds for specified charitable purposes or to specified organizations, which shall be respected by the Distribution Trustees, provided such restrictions or conditions are consistent with the Charitable Purposes set forth in paragraph 1.1(A). The Distribution Trustees shall, however, have the power to modify any such restriction or condition if, in the Distribution Trustees' sole and exclusive judgment, such restriction or condition becomes unnecessary, incapable of fulfillment, or would negatively impact the tax exempt status of this trust. Any determination made or action taken by the Distribution Trustees under this subparagraph 3.2(C) shall be made or taken by vote of at least all but one of the Distribution Trustees.

(D) No power of investment or management. The Distribution Trustees shall have no powers, duties or authority with respect to the investment or management of trust assets; such powers, duties and authority shall be exercised solely by the Administrative Trustee.

(E) Voting. The Distribution Trustees present (in person or by proxy) at any meeting of the Distribution Trustees shall constitute a quorum for the transaction of business to be considered at such meeting. Any Distribution Trustee shall be considered present at any meeting of the Distribution Trustees and may exercise voting rights if represented by proxy or proxies appointed by a writing signed by such Distribution Trustee and presented at such meeting or mailed to the Administrative Trustee prior thereto. Except as otherwise specifically provided in this trust agreement, an action approved by the affirmative vote of a majority of the Distribution Trustees present at a meeting at which a quorum is present shall be the action of the Distribution Trustees. Written notice of the time and place of each meeting of the Distribution Trustees shall be given by the Administrative Trustee to each Distribution Trustee not more than sixty (60) days nor less than two (2) days before the date of such meeting. Such notice need not specify the purposes of the meeting and may be given by any reasonable means. The lack of proper notice may be waived, in writing, by any Distribution Trustee either before, at or after such meeting.

(F) Action Without Meeting. Any action which might be taken at any meeting of the Distribution Trustees may be taken without such meeting by a writing or writings signed by all of the Distribution Trustees. The writing or writings evidencing such action without a meeting shall be inserted in the permanent records relating to meetings of the Distribution Trustees.

(G) Meetings Held Through Communications Equipment. Meetings of the Distribution Trustees may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

3.5 Exculpation. Each Distribution Trustee shall be personally liable only for his or her own willful misconduct or gross negligence. No Distribution Trustee shall be personally liable for any action taken without that Distribution Trustee's express or implied agreement, or

for any failure to act to which that Distribution Trustee has objected in writing. Except as may be required by applicable law (*e.g.*, in the case of a grant requiring the trust to exercise expenditure responsibility under Section 4945 of the Internal Revenue Code), the Distribution Trustees shall have no obligation to see to the application of funds by a charitable grantee of the trust. To the extent permitted by law, each Distribution Trustee shall be indemnified and held harmless by the trust for any claim, demand or suit falling within the exculpatory provisions of this paragraph or otherwise resulting from actions taken within such Distribution Trustee's power, duty, and authority, except in cases of the Distribution Trustee's own negligence or willful misconduct, and the Administrative Trustee shall have the authority to purchase and maintain such insurance as deemed necessary or appropriate for such purpose.

Article 4 - Administrative Trustee

4.1 Number and Type of Administrative Trustees. Notwithstanding any other provision of this agreement, there shall always be one and only one Administrative Trustee at any one time. An Administrative Trustee appointed under this Article 3 shall be a qualified institution. A "qualified institution" means any United States bank, trust company, corporation or other entity having trust powers exercisable in the situs of this trust, with a trust capital and surplus of at least thirty million dollars (or equivalent insurance claims coverage) and having personal and/or institutional assets under fiduciary management by itself and its affiliates totaling at least five hundred million dollars.

4.2 Successor Administrative Trustee. The Distribution Trustees may from time to time exercise an overriding authority to remove any Administrative Trustee and also to appoint a successor Administrative Trustee or stipulate an order of succession of Administrative Trustees, or a mechanism or procedure for the selection or designation of successor Administrative Trustees. In the event there is no Administrative Trustee serving and none has been effectively appointed or designated as provided herein, the Administrative Trustee shall be PNC Bank, N.A., or its corporate successor.

4.3 Resignation. Any Administrative Trustee may resign as long as the trust will have an Administrative Trustee without the need for a court to appoint one.

4.4 Procedures. The appointment of an Administrative Trustee, the approval or acceptance of appointment of an Administrative Trustee, and the removal or resignation of an Administrative Trustee shall each be in a signed and witnessed writing filed with the trust records. An appointment shall not be effective unless and until accepted in writing by the Administrative Trustee so appointed and, even after acceptance, the appointment of a successor shall be revocable unless and until the vacancy has occurred. In case of conflicting revocable appointments, the writing of latest date shall control.

4.5 Compensation. The Administrative Trustee shall serve without bond, shall receive reasonable compensation and may be reimbursed for reasonable expenses incurred on behalf of the trust. In no event shall the Administrative Trustee receive compensation in excess of that customarily charged by other institutional trustees for similar services in the relevant marketplace.

4.6 Administrative Trustee/Powers, Duties and Authority. The powers, duties and authority of the Administrative Trustee shall extend only to the holding, investment and management of trust assets and associated responsibilities as set forth in this trust agreement; provided, however, as provided in paragraph 3.2, in the event there is no individual Distribution Trustee serving and no successor Distribution Trustee has been effectively appointed, the Administrative Trustee shall carry out the powers, duties and authority of the Distribution Trustees and there shall be no separate Distribution Trustee serving hereunder. In carrying out its functions, the Administrative Trustee shall have the powers, duties and authority set forth in Exhibit A. Also, the Current Trustees grant to the Administrative Trustee all additional powers and authority necessary or appropriate for prompt and effective administration of the trust, and the preservation and attainment of tax benefits available to the trust or donors to the trust, unless the particular power or authority is specifically denied by this agreement, or would change in any negative respect the tax consequences of this trust or would affect the continued status of the trust as a trust that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

4.7 Exculpation. The Administrative Trustee shall be liable only for its own willful misconduct or gross negligence. When this agreement makes an action by the Administrative

Trustee subject to the Distribution Trustees' consent, consultation or direction, the Administrative Trustee shall not be liable for any loss that results from any delay or failure to act due to this requirement, from any mistake in judgment as to the availability of the Distribution Trustees for this purpose, or from following any direction that the Administrative Trustee is required to follow. No Administrative Trustee shall be liable for making any delegation with reasonable care that is authorized under this agreement, or for any action taken without that Trustee's express or implied agreement, or for following any direction that the Administrative Trustee is required to follow. While there is a Distribution Trustee serving hereunder, an Administrative Trustee shall have no obligation to see to the application of funds by a charitable grantee of this trust, unless specifically directed to do so in writing by such Distribution Trustee(s). To the extent permitted by law, the Administrative Trustee shall be indemnified and held harmless by the trust for any claim, demand or suit falling within the exculpatory provisions of this paragraph or otherwise resulting from actions taken within such Administrative Trustee's power, duty, and authority, except in cases of the Administrative Trustee's own negligence or willful misconduct, and the Administrative Trustee shall have the authority to purchase and maintain such insurance as deemed necessary or appropriate for such purpose.

4.8 Accounting by Administrative Trustee. The Administrative Trustee shall prepare an accounting for each taxable year of this trust on a quarterly basis and shall deliver the same to the Distribution Trustees. Whenever an Administrative Trustee ceases to serve, an accounting shall be prepared from the time of the last prior accounting through the end of the period of service.

Article 5 - Miscellaneous

5.1 Limited Power to Amend. The Distribution Trustees may amend this trust (other than paragraphs 1.1 and 1.3 thereof) from time to time, by delivery of a signed and witnessed writing to the Administrative Trustee, to add to the Administrative Trustee's powers and authority and to change the trust in any other respect that is permitted without negative tax consequences to this trust or donors to the trust, or necessary to preserve or attain tax privileges and benefits for the trust or donors to the trust; provided, however, that no such amendment shall violate or be inconsistent with the provisions of Article 1 or Article 2 (specifically including the

requirement under paragraph 1.3 that this trust's name remain unchanged except by action of the Family Trustees) or alter the requirement that the trust operate exclusively for the Charitable Purposes as defined in paragraph 1.1 (as such definition may be amended pursuant to the provisions thereof).

5.2 General Definitions. As used in this agreement the following words shall be interpreted as indicated:

(A) The phrase "Internal Revenue Code" or "Code" means the U.S. Internal Revenue Code of 1986, as amended, and references to specific provisions of such Code shall be taken as references to any corresponding provisions of future law.

(B) The term "donor" means any person who contributes property to the trust, starting at the time of contribution.

5.3 Availability and Competence. An individual shall be regarded as unavailable if the Distribution Trustees determine, in their reasonable discretion taking into account the purposes of the trust, that the individual is incapacitated, unsuitable, or not available within a reasonable time. An individual shall be considered incapacitated if the circumstances reasonably indicate that the person has disappeared or is unaccountably absent, or if the person is determined by a court to be incapacitated to handle the person's own financial affairs, or if the person is determined by two (2) physicians to be incapable of conducting normal personal or business affairs in a prudent manner by reason of a medical condition, whether of a traumatic, progressive or intermittent nature. Incapacity of an individual shall be considered to continue unless and until the original determination or circumstances have changed or been revoked, including by determination by two (2) physicians that the incapacity no longer exists. Each individual who agrees to serve as a Trustee under this agreement thereby agrees to permit the disclosure of such personal medical information as is relevant to determine whether such person has become incapacitated to so serve. Such release or disclosure authorization shall apply to any information governed by the Health Insurance Portability and Accountability Act of 1996 (a/k/a HIPAA), 42 USC 130 2d and 45 CFR 160-164. If an individual Distribution Trustee fails to make a valid authorization for the disclosure of such medical information, and if another Trustee (or successor Trustee) submits a writing to the individual whose capacity is being questioned and

to each other co-Trustee then serving, which writing questions such individual's capacity, such individual Distribution Trustee shall be conclusively deemed to be incapacitated unless and until such Distribution Trustee produces a written determination by two (2) physicians that such Distribution Trustee is not incapacitated.

5.4 Descriptive Word Headings. The descriptive word headings used in this agreement are for convenience only and shall be disregarded in interpreting this agreement.

5.5 Situs and Applicable Law. The laws of the State of Ohio shall apply as to the validity, interpretation and administration of this agreement and the initial situs for administration of this trust shall be the State of Ohio. The Administrative Trustee may, at any time and from time to time, move the place of administration and situs of this trust to any place in the United States. However, if the situs of the trust is ever moved to another jurisdiction, the laws of that jurisdiction shall apply as to matters of administration if the Administrative Trustee so elects by a writing filed with the records of the trust.

5.6 Administration/General Powers, Duties and Authority. The Trustees shall serve without bond and, in addition to any specific aforementioned powers, duties and authority, shall have the powers, duties and authority set forth in Exhibit A with respect to such Trustees. All powers of the Trustees may be exercised only in a fiduciary capacity and solely for the benefit of the trust and may not be exercised to effect any change in beneficial interests under this trust. No provision of this trust relieves the Trustees of the fiduciary duties of loyalty, good faith, fairness and due care.

5.7 Exhibits. The Exhibits referred to in this agreement, and attached to it, are hereby incorporated by reference. They shall be regarded as a part of this agreement just as if written in it.

5.8 Severability. Should any part, clause, provision or condition of this Trust Agreement be held to be void or invalid, then such invalidity shall not affect any other part, clause, provision or condition thereof, but the remainder of this Trust Agreement shall be effective as though such void or invalid part, clause, provision or condition had not been contained herein.

5.9 Execution in Counterparts. This Agreement may be executed in multiple counterparts, any one of which need not contain the signature of more than one party, but all such counterparts taken together shall constitute one and the same instrument. This Agreement shall become effective when counterparts have been signed by each party and delivered to the other parties, it being understood that the parties need not sign the same counterpart.

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TRUST AGREEMENT CREATING
THE KATHERINE KENYON LIPPITT FOUNDATION

Exhibit A - Trustee Powers and Administrative Terms

Except as otherwise provided in this Trust Agreement **and specifically subject in all cases to the provisions of Articles 1 and 2 and paragraph 17 of this Exhibit A**, the following administrative provisions shall apply, and the Administrative Trustee or Distribution Trustee, or both, as applicable, shall have the following powers, duties, and authority, in addition to (or if inconsistent, in place of) those provided by law, without necessity of order or approval of court:

1. Additions to Trust. The Administrative Trustee shall accept any property added to the trust by any method intended to take effect at or after the death of the donor of the property. With the Administrative Trustee's consent, other additions may be made by others, including the nonprofit corporation which is making the initial funding hereunder. The Administrative Trustee may accept property from a fiduciary without inquiring into the administration thereof by the fiduciary, without review of the fiduciary's tax returns and accounts, without determining if the proper property has been delivered, and without incurrence of liability for acts or omissions of the prior fiduciary.

2. Agents and Nominees. The Trustees may employ, compensate, and rely upon the advice, representations, and actions of, and information provided by, attorneys, accountants, independent agents, temporary employees, custodians, consultants, trust accounting and system vendors and licensors and advisors (including investment advisors with discretionary account authority) and consultants, without liability for neglect or wrongdoing of any of such persons selected with reasonable care, and even if the person (or a related person) is also acting as a Trustee or other fiduciary. The Administrative Trustee may hold property in the name of a nominee, or the Administrative Trustee's name, without disclosing the fiduciary capacity to the fullest extent permitted by law. Powers of attorney and other agency authority may be granted, to the fullest extent allowed by law, to authorize others to take discretionary or non-discretionary action on behalf of the Administrative Trustee to, among other things, sign checks on accounts, access safekeeping arrangements, make loans, borrow money, enter into contracts, issue orders for the purchase or sale of securities or other trust property, and execute deeds, leases, bills of sale and other instruments of whatever character.

3. Ancillary Administrative Trustees. Whenever the Administrative Trustee considers it necessary or desirable, the Administrative Trustee may appoint any corporation, bank, partnership or trust company having trust powers, and/or any individual or individuals as ancillary Administrative Trustee or Trustees for any trust property, and may transfer or direct transfer of trust property to, and may remove, any party so designated. An ancillary Administrative Trustee shall have the powers, duties, authority, and discretion of the

Administrative Trustee, except as, and subject to any conditions, specified by the Administrative Trustee making the appointment. An ancillary Administrative Trustee shall be entitled to compensation for services as the Administrative Trustee approves, shall submit regular accountings to the Administrative Trustee, and shall promptly remit income and the net proceeds of sale of property to the Administrative Trustee. The Administrative Trustee shall not be responsible for any neglect or wrongdoing of any ancillary Administrative Trustee selected with reasonable care.

4. Borrowing Money. The Administrative Trustee may borrow money for the trust upon any terms and conditions, at any time or times, and for any purpose, the Administrative Trustee considers desirable or proper, including receipt of interest-free loans to obtain funds to invest for the trust. The Administrative Trustee may issue promissory notes as Administrative Trustee, and mortgage and pledge trust property, to evidence and secure borrowings.

5. Claims. The Administrative Trustee may compromise, compound, adjust, abandon, sue on or defend, and otherwise deal with and settle, claims or demands in favor of or against the trust estate, upon the terms and conditions the Administrative Trustee determines, and shall be entitled to reimbursement from trust property for expenses so incurred.

6. Commingling Property. The Administrative Trustee may hold all or any part of any separate trust under this document and/or any other trust document in a common fund with other such separate trusts, assign undivided interests in trust assets to any separate trusts, and make joint investments of funds held in separate trusts.

7. Distributions in Kind. The Administrative Trustee may make any distribution in cash or other trust property, or partly in cash and partly in other property, and in any distribution may allocate undivided interests in property, and dissimilar property, to different shares, all as the Administrative Trustee determines.

8. General Management Powers. The Administrative Trustee shall have the following powers: to manage the trust estate; to collect income; to pay taxes (and to prepare tax returns) and reasonable expenses, including the Trustees' compensation; to insure against loss and risk; to purchase, repair, replace and improve trust property; to exercise partnership rights with respect to partnership interests in the trust; to invest additional trust property in a business if the Administrative Trustee considers this desirable or necessary; to incorporate trust property and begin and fund new businesses, in whatever form, either alone or with others; to vote securities held in trust hereunder; to co-invest with others, including, but not limited to, the Distribution Trustees and persons and entities related to them; to enter into agreements, including partnership and indemnity agreements, and including as a general or limited partner; and to execute, deliver and accept any deeds, leases, assignments or other conveyances, general or special proxies, powers of attorney and all other types of documents on behalf of the trust. It is intended the Trustees shall not be personally liable on any obligation entered into on behalf of the trust; agreements and undertakings for the trust may so provide.

9. Income and Principal. The Administrative Trustee shall allocate all receipts of money or property paid or delivered to this trust and all expenses of this trust to principal or income as determined by the Administrative Trustee in accordance with applicable law. Any trust income which is not distributable shall be accumulated and added to principal at least annually.

10. Investments. The Administrative Trustee shall generally have the following powers: to retain any property transferred to the trust, or received in exchange for it, including equity or debt issued or guaranteed by any corporate Trustee, or its parent or affiliate or common trust fund, for as long as the Administrative Trustee considers appropriate, without liability for depreciation or for failure to diversify investments; to sell, exchange, or grant options exercisable for any period on trust property; to purchase property by exercising options, regardless of the proportion of the trust property needed to exercise the options; to trade in securities, including by options, short sales, futures and on margin, and to maintain margin accounts and pledge securities held in the trust for loans and advances to the trust; to invest and reinvest any cash or property in loans, bonds, notes, futures, stock or other foreign or domestic securities of any kind and for any term (including investment in shares of a so-called "limited liability company" or "limited duration company"), and in shares of, or participating interests in, any common trust fund (including those of any corporate Trustee), insurance, annuities, real estate, senior and subordinated mortgages, real estate trusts, partnerships, mutual funds, oil and gas and other natural resource interests, equipment, commodities, currencies, collectibles, precious metals, or any other real or personal property of any kind considered appropriate in the Administrative Trustee's discretion, regardless of whether the investment is authorized by law for trusts, and regardless of any duty to diversify or any limitation on the location of fiduciary assets.

11. Real Estate. In accepting title to real estate the Administrative Trustee, or its nominee, shall not be held to have assumed the payment of any taxes or encumbrances thereon. The Trustees shall not be responsible for the validity of title to real estate conveyed to or conveyed by the Administrative Trustee. All conveyances executed and delivered by the Administrative Trustee may be without covenants of warranty except as against the Trustees' own acts. The Administrative Trustee is empowered to take all actions with respect to real property the Administrative Trustee considers necessary or advisable; without limitation, the Administrative Trustee may raze, abandon, repair, improve, develop, plat, partition, dedicate, condominiumize and subdivide real property.

12. Records and Accounts. The Administrative Trustee shall keep and own accurate records showing the manner in which the trust is invested, and all transactions involving the trust, and shall make such records available to the Distribution Trustees on at least a quarterly basis and as reasonably requested by the Distribution Trustees.

13. Reliance by Others. Any party dealing with the trust may rely absolutely on the representation, deed, transfer or other assurance of any party purporting to act as Trustee, without any duty or right to question whether any other Trustee then serving must agree to, or has agreed to, the action, or to question whether there is another party who might have a prior or

joint right to serve as Trustee, and shall be indemnified and held harmless by the trust for so doing.

14. Sales and Leases. The Administrative Trustee may sell, lease, partition, transfer or exchange all or any part of the trust property at any time, at any price, and on other terms and conditions, all as the Administrative Trustee considers appropriate, and may enter into leases of real or personal property that will last longer than the trust.

15. Securities. The Administrative Trustee shall have the following powers: to exercise, buy or sell any exchange, conversion, and/or subscription rights for any securities or other property; to participate in public offerings and enter into related indemnity or other agreements; to vote securities, including stock of a corporate Trustee or its parent or affiliate; to consent to, or dissent from, the reorganization, recapitalization, consolidation, merger, liquidation or charter amendment of any corporation or other organization, or the sale, mortgage, pledge, lease or distribution of all or any of its property; and to deposit any securities or other trust property with any protective, reorganization or similar committee, delegate discretionary power thereto and pay related expenses and assessments.

16. Successor Trustees. Each successor Trustee serving under this agreement shall serve without bond, surety, or security. Each successor Trustee serving under this agreement shall, immediately upon written acceptance of the trust, be vested with all powers, duties, authority, and discretion applicable to his, her or its predecessor as Administrative Trustee or Distribution Trustee, as the case may be. Each successor Administrative Trustee serving under this Agreement shall also, immediately upon written acceptance of the trust, be vested with title as Administrative Trustee to the trust property. An Administrative Trustee replaced shall cooperate in the transfer of the trust to the successor Administrative Trustee. During the transition period, the authority of any Trustee replaced by a successor Trustee shall continue as necessary to administer the trust and transfer it to the successor, as the case may be. No successor Trustee shall have any duty to review the accounts of predecessor Trustees. Any institution having trust powers and resulting from any merger or consolidation to which any institutional Administrative Trustee under this agreement is a party, or any such institution purchasing all of the assets and assuming all the liabilities of any such Administrative Trustee, shall be substituted in place of the Administrative Trustee without any further action by any party. Similarly, any designation of an institution to serve as Administrative Trustee shall include its successor in interest following such a merger, consolidation or asset sale.

17. Tax Considerations. Notwithstanding anything to the contrary this Agreement. The actions of the Administrative Trustee and the Distribution Trustees, and the exercise of their respective powers, duties and authority, shall be specifically subject to the provisions of Articles 1 and 2 hereof. In addition, each such Trustee, in the exercise of his, her or its authority with respect to the trust, shall consider the effect, if any, of any action on: (a) the trust's qualifications as an organization exempt from tax under Section 501(a) of the Internal Revenue Code, by reason of being described in Section 501(c)(3) of the Internal Revenue Code; and (b) the trust's tax liability, specifically including tax on unrelated business taxable income

(as defined in Section 512 of the Internal Revenue Code, which can include income from certain investments, including “debt-financed” property (as defined in Section 514(b) of the Internal Revenue Code).

This is the end of Exhibit A.

TRUST AGREEMENT CREATING
THE KATHERINE KENYON LIPPITT FOUNDATION

Exhibit B - Initial Trust Funds

One Dollar (\$1.00) Cash.

This is the end of Exhibit B.

TRUST AGREEMENT CREATING
THE KATHERINE KENYON LIPPITT FOUNDATION

Signature Page

IN WITNESS WHEREOF, intending this trust shall be effective immediately, the Current Trustees have executed four copies of this agreement, each of which shall be an original, at Cleveland, Ohio, this 15th day of December, 2011.

John B. Black
John B. Black
Peter M. Black
Peter M. Black
Kenneth G. Hochman
Kenneth G. Hochman

All of the Current Trustees

Accepted by:

John B. Black
John B. Black
Peter M. Black
Peter M. Black
Kenneth G. Hochman
Kenneth G. Hochman
Distribution Trustees

PNC Bank, N.A.

By: Thomas I. Gilchrist, VP
Printed name: Thomas I. Gilchrist, VP
And: Andrew D. Schuler, SVP
Printed name: Andrew D. Schuler, SVP

Administrative Trustee