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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation**

OMB No 1545-0052

**2014**

Open to Public Inspection

► 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](http://www.irs.gov/form990pf).For calendar year 2014 or tax year beginning **10/01/14**, and ending **09/30/15**

Name of foundation <b>The Bay Foundation</b>		A Employer identification number <b>34-1853153</b>
Number and street (or P O box number if mail is not delivered to street address) <b>23520 Lake Road</b>		B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code <b>Bay Village OH 44140</b>		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► <b>\$ 440,821</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
<b>Part I Analysis of Revenue and Expenses</b> (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)		<b>26,503</b>
2 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments		<b>2</b> <b>2</b>
4 Dividends and interest from securities		<b>9,697</b> <b>9,697</b>
5a Gross rents		
6a Net rental income or (loss)		
6a Net gain or (loss) from sale of assets not on line 10		<b>47,458</b>
6b Gross sales price for all assets on line 6a		<b>67,222</b>
7 Capital gain net income (from Part IV, line 2)		<b>47,458</b>
8 Net short-term capital gain		<b>0</b>
9 Impairment		
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) <b>Stmt 1</b>		<b>3,585</b> <b>3,585</b>
12 Total. Add lines 1 through 11		<b>87,245</b> <b>60,742</b> <b>0</b>
13 Compensation of officers, directors, trustees, etc		<b>0</b>
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16a Legal fees (attach schedule)		
b Accounting fees (attach schedule) <b>Stmt 2</b>		<b>1,895</b> <b>1,895</b>
c Other professional fees (attach schedule)		
17 Interest		
18 Taxes (attach schedule) (see instructions) <b>Stmt 3</b>		<b>353</b> <b>353</b>
19 Depreciation (attach schedule) and depletion		
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses (att sch) <b>Stmt 4</b>		<b>50</b> <b>50</b>
24 Total operating and administrative expenses.		
Add lines 13 through 23		<b>2,298</b> <b>2,298</b> <b>0</b> <b>0</b>
25 Contributions, gifts, grants paid		<b>22,700</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>24,998</b> <b>2,298</b> <b>0</b> <b>22,700</b>
27 Subtract line 26 from line 12		
a Excess of revenue over expenses and disbursements		<b>62,247</b>
b Net investment income (if negative, enter -0-)		<b>58,444</b>
c Adjusted net income (if negative, enter -0-)		<b>0</b>

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

Assets	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
1	Cash – non-interest-bearing			1,531	1,531
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (att schedule) ►	0			
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments – U S and state government obligations (attach schedule)				
b	Investments – corporate stock (attach schedule)	See Stmt 5		357,310	374,084
c	Investments – corporate bonds (attach schedule)				439,290
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►)	)			
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		357,310	375,615	440,821
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 ►)	See Statement 6	846	
	23	<b>Total liabilities</b> (add lines 17 through 22)		846	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			► <input checked="" type="checkbox"/>	
	24	Unrestricted		356,464	375,615
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			► <input type="checkbox"/>	
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)		356,464	375,615
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		357,310	375,615

**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	356,464
2	Enter amount from Part I, line 27a	2	62,247
3	Other increases not included in line 2 (itemize) ► See Statement 7	3	3,069
4	Add lines 1, 2, and 3	4	421,780
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	46,165
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	375,615

## 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.)
<b>1a SPDR S&amp;P Midcap 400</b>			P	08/20/99	09/28/15
<b>b American New Perspective</b>			P		10/01/14
<b>c IBM</b>			P	Various	Various
<b>d</b>					
<b>e</b>					
(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 4,851		1,524	3,327		
b 1,000		918	82		
c 61,371		17,322	44,049		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))'		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			3,327		
b			82		
c			44,049		
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	47,458	
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?

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

 Yes  No

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	21,680	448,339	0.048356
2012	17,465	390,533	0.044721
2011	14,373	323,152	0.044478
2010	13,253	288,965	0.045864
2009	12,563	245,289	0.051217

2 Total of line 1, column (d) 2 0.234636

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 0.046927

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 468,778

5 Multiply line 4 by line 3 5 21,998

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 584

7 Add lines 5 and 6 7 22,582

8 Enter qualifying distributions from Part XII, line 4 8 22,700

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	584
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	584
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	584
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	590
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ►	11	Refunded ►

## Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		<input checked="" type="checkbox"/>	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes	No
1b		<input checked="" type="checkbox"/>	
1c	Did the foundation file <b>Form 1120-POL</b> for this year?	Yes	No
1c		<input checked="" type="checkbox"/>	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	Yes	No
2		<input checked="" type="checkbox"/>	
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	Yes	No
3		<input checked="" type="checkbox"/>	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		<input checked="" type="checkbox"/>	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	Yes	No
4b		<input checked="" type="checkbox"/>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	Yes	No
5		<input checked="" type="checkbox"/>	
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?	Yes	No
6		<input checked="" type="checkbox"/>	
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	Yes	No
7		<input checked="" type="checkbox"/>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>OH</b>	Yes	No
8a		<input checked="" type="checkbox"/>	
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	Yes	No
8b		<input checked="" type="checkbox"/>	
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	Yes	No
9		<input checked="" type="checkbox"/>	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Stmt 9	10 X

## 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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <b>BROOKS HULL</b> <b>23520 LAKE ROAD</b>	Telephone no ► <b>440-835-4930</b>	
	Located at ► <b>BAY VILLAGE</b> OH	ZIP+4 ► <b>44140</b>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>

## Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	
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?	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► 20 , 20 , 20 , 20	
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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)	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	
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)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry Gimmellie 23520 Lake Road	Bay Village OH 44140	Trustee 5.00	0	0
Norman G. Hull 117 Tennyson	Wheaton IL 60187	Trustee 5.00	0	0
Jeffrey F. Hull 72-74 E. Dedham Street #3	Boston MA 02118	Trustee 5.00	0	0
Brooks G. Hull 23520 Lake Road	Bay Village OH 44140	Trustee 5.00	0	0

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

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

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

▶

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**Total number of others receiving over \$50,000 for professional services****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 <b>N/A</b>	
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 <b>N/A</b>	
2	
All other program-related investments. See instructions	
3	

**Total. Add lines 1 through 3**

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	453,796
b	Average of monthly cash balances	1b	22,121
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	475,917
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	475,917
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,139
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	468,778
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	23,439

**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	23,439
2a	Tax on investment income for 2014 from Part VI, line 5	2a	584
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	584
3	Distributable amount before adjustments Subtract line 2c from line 1	3	22,855
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,855
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	22,855

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	22,700
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	22,700
b	Cash distribution test (attach the required schedule)	5	584
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	22,116
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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				<b>22,855</b>
<b>2</b> Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2014				
a From 2009	<b>323</b>			
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	<b>323</b>			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ► \$ <b>22,700</b>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				<b>22,700</b>
e Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	<b>155</b>			<b>155</b>
<b>6</b> Enter the net total of each column as indicated below:	<b>168</b>			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				<b>0</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	<b>168</b>			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

<b>1a</b> 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>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed  <b>b</b> 85% of line 2a  <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed  <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities  <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c  <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  <b>a</b> "Assets" alternative test – enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i)  <b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed  <b>c</b> "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	<b>Tax year</b>	<b>Prior 3 years</b>			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	<b>(e) Total</b>

**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))

**Brooks Hull****\$25,061**

**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.

**BROOKS G. HULL****23520 LAKE ROAD BAY VILLAGE OH 44140**

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

**See Statement 10**

**c** Any submission deadlines.

**None**

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

**See Statement 11**

## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year <b>See Statement 12</b>				<b>22,700</b>
<b>Total</b>			<b>► 3a</b>	<b>22,700</b>
b Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>► 3b</b>	

## 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	
<b>1</b>	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments			<b>14</b>	<b>2</b>	
<b>4</b>	Dividends and interest from securities			<b>14</b>	<b>9,697</b>	
<b>5</b>	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income			<b>14</b>	<b>3,585</b>	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			<b>14</b>	<b>47,458</b>	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue a					
b						
c						
d						
e						
<b>12</b>	Subtotal Add columns (b), (d), and (e)			<b>0</b>	<b>60,742</b>	<b>0</b>
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>60,742</b>

(See worksheet in line 13 instructions to verify calculations )

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



## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
Capital Gain Distributions	\$ 2,305	\$ 2,305	\$
Cedar Fair K-1 Income	\$ 1,280	\$ 1,280	\$
<b>Total</b>	<b>\$ 3,585</b>	<b>\$ 3,585</b>	<b>\$ 0</b>

### Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Accounting Fees	\$ 1,895	\$ 1,895	\$	\$
<b>Total</b>	<b>\$ 1,895</b>	<b>\$ 1,895</b>	<b>\$ 0</b>	<b>\$ 0</b>

### Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Taxes - General	\$ 353	\$ 353	\$	\$
<b>Total</b>	<b>\$ 353</b>	<b>\$ 353</b>	<b>\$ 0</b>	<b>\$ 0</b>

### Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Expenses	\$	\$	\$	\$
Service Fee	50	50	50	50
<b>Total</b>	<b>\$ 50</b>	<b>\$ 50</b>	<b>\$ 0</b>	<b>\$ 0</b>

## Federal Statements

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### Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
American Electric Power	\$ 14,817	28,565	\$ 28,430	
Bank Of America Corp	9,250	19,964	9,738	
Bank of New York Mellon Corp	8,895	8,895	11,784	
Bristol Myers	28,055	28,055	11,130	
Cedar Fair	9,999	9,999	53,820	
Chevron Corp	13,706	13,706	10,649	
Cisco Systems	20,648	20,648	28,875	
Conagra Foods Inc.	7,278	7,278	40,510	
General Electric	12,076	12,076	5,044	
General Electric	6,233	6,233	7,566	
General Electric	10,725	10,725	12,610	
IBM	8,566	8,566	11,853	
IBM	5,787	5,787		
IBM	6,892	6,892		
IBM	24,913	24,913		
IBM	14,270	14,270		
Oracle Corp	9,672	9,672	9,672	
Pfizer Inc	10,308	10,308	10,308	
Qualcomm			25,061	
UPS			11,744	
Invesco Developing Markets Class A	10,836	10,836	10,836	
Invesco Developing Markets Class A	2,478	2,478	2,478	
Invesco Developing Markets Class A			3,98	
Henderson International Opp	14,631	14,631	14,631	
Henderson International Opp	1,617	1,617	1,617	
Henderson International Opp			58	
New Perspective Fund Class A	5,118	5,118	10,000	
New Perspective Fund Class A	3,507	3,507	4,200	
New Perspective Fund Class A	25,144	25,144	3,507	
New Perspective Fund Class A			25,144	
SPDR S&P Midcap 400	14,532	14,532	2,261	
SPDR S&P MIDCAP 400	24,782	24,782	14,532	
SPDR S&P MIDCAP 400	6,274	6,274	21,478	
SPDR S&P MIDCAP 400			6,274	
NUF Dividend Int & Prem Strategy FD	9,934	9,934	6,274	
	12,178	12,178	9,934	
			8,946	

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**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
NJF Dividend Int & Prem Strategy FD	\$ 2,379	\$ 2,379		\$ 2,961
Total	\$ 357,310	\$ 374,084		\$ 439,290

## Federal Statements

### Statement 6 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
Cash Overdraft	\$ 846	\$
Total	\$ 846	\$ 0

### Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Partnership Distributions	\$ 3,069
Total	\$ 3,069

### Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Unrealized Appreciation Adjustment	\$ 46,165
Total	\$ 46,165

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**Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors**

Name	Address	City, State, Zip
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Brooks Hull

23520 Lake Road

Bay Village OH 44140

## Federal Statements

### Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
Brooks Hull	\$ 25,061
Total	\$ 25,061

### Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

Letter description of request with copy of 501(c) (3) exemption letter.

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

None

### Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

Awards primarily granted for educational purposes and secondarily for the promotion of the arts and religion.

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### Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Address	Status	Purpose	Amount
WRHS	Cleveland OH				Education	100
Musical Arts Association	Cleveland OH				Social	1,250
Cleveland Zoological Society	Cleveland OH				Social	250
Community Resource Services	Avon Lake OH				Health & Wellness	150
Desert Mountain Community	Pheonix AZ				Social	2,000
MOCA	Cleveland OH				Art	150
Aids Task Force	Cleveland OH				Health & Wellness	250
Great Lakes Science Center	Cleveland OH				Education	250
Cleveland Public Theatre	Cleveland OH				Social	150
Cleveland Institute of Art	Cleveland OH				Education	250
Music Center of Boston	Boston MA				Social	250
Musical Arts Association	Cleveland OH				Social	250
American Cancer Society	Cleveland OH				Health & Wellness	250
The Art Studio	Cleveland OH				Art	4,500
Ashland University	Ashland OH				Education	2,650
Spaces	Cleveland OH				Education	150
US Olympic Committee	Cleveland OH				Social	250

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## Federal Statements

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### Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Lake Erie Nature & Science	Cleveland OH			Education	250
Forest Hill Cemetery	Canton OH			Health & Wellness	800
Village Foundation	Cleveland OH			Social	250
Community Legal Service	Cleveland OH			Social	250
International Partners in Mission	Cleveland Heights OH			Social	250
Hunger Network	Cleveland OH			Health & Wellness	250
Salvation Army	Cleveland OH			Health & Wellness	250
Special Olympics	Columbus OH			Health & Wellness	150
Sigma Nu Fndt.	Lexington VA			Health & Wellness	250
NCRF	St. James NY			Health & Wellness	1,000
Medicine Wheel	Tempe AZ			Health & Wellness	250
The City Mission	Cleveland OH			Health & Wellness	250
Northeast Ohio SPCA	Cleveland OH			Health & Wellness	250
WVIZ/PBS	Cleveland OH			Education	250
N.E.H.G.S.	Boston MA			Education	200
Playhouse Square	Cleveland OH			Art	1,250
90.3 WCPN	Cleveland OH			Art	200

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## Federal Statements

### Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Bay Alumni Foundation				Education	1,000
Bay Village OH				Education	100
Bay Village Education Foundation					
Bay Village OH				Social	250
Bay Village Foundation					
Bay Village OH				Social	600
Cleveland Museum of Art				Art	
Cleveland OH				Social	250
Friends of Crewkerne Parish				Health & Wellness	150
Cleveland OH				Social	
Prevent Blindness					
Cleveland OH				Social	200
ALPC	Cleveland OH			Health & Wellness	150
	Southwest Community Health				
	Cleveland OH			Health & Wellness	250
	Michael J Fox Foundation				
	Ney York City NY			Social	200
	The 100 CWJS of Phoenix			Social	100
	Phoenix AZ				
	Burton Congregational Church				
	Burton OH				
	Total				<u><u>22,700</u></u>