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Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, 2016, and ending

Name of foundation

The Cleveland Family Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

c/o Sageworth Trust Co., 160 N Pointe Blvd.

Room/suite

#200

City or town, state or province, country, and ZIP or foreign postal code

Lancaster

PA 17601

G Check all that apply

 Initial return Final return Address change Initial return of a former public charity Amended return Name changeA Employer identification number
20-3980539B Telephone number (see instructions)
(717) 735-8000C If exemption application is pending, check here. ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization. Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

J Accounting method

 Cash Accrual

► \$ 719,305.

(Part I, column (d) must be on cash basis.)

Part II 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)	169,057.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	10,704.	10,704.		
R E V E N U E	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	48,652.	I-6a Stmt		
	b Gross sales price for all assets on line 6a	689,506.			
	7 Capital gain net income (from Part IV, line 2)		48,652.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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.	228,413.	59,356.		
A D M I N I S T R A T I V E O P E R A T I V E A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch.) I-16b Stmt	5,175.	5,175.		
	c Other professional fees (attach sch.) I-16c Stmt	5,473.	5,473.		
	17 Interest				
	18 Taxes (attach schedule) (see insts) See Line 18 Stmt	1,439.	239.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	PA annual registration fee	15.	15.		
	24 Total operating and administrative expenses Add lines 13 through 23	12,102.	10,902.		
	25 Contributions, gifts, grants paid	152,000.		152,000.	
	26 Total expenses and disbursements Add lines 24 and 25	164,102.	10,902.		152,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	64,311.			
	b Net investment income (if negative, enter -0)		48,454.		
	c Adjusted net income (if negative, enter -0)				

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Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See Instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments	5,528.	11,894.	11,894.	
	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 sch)				
	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) L-10b. Stmt	222,917.	222,917.	205,100.	
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)					
12 Investments – mortgage loans					
13 Investments – other (attach schedule) L-13 Stmt	428,379.	486,325.	502,311.		
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)	656,824.	721,136.	719,305.		
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	NET ASSETS	24 Unrestricted			
		25 Temporarily restricted			
		26 Permanently restricted			
			Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.		
		27 Capital stock, trust principal, or current funds	656,824.	721,136.	
		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)	656,824.	721,136.	
31 Total liabilities and net assets/fund balances (see instructions)		656,824.	721,136.		

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	656,824.
2 Enter amount from Part I, line 27a	2	64,311.
3 Other Increases not included in line 2 (itemize) ► <u>Rounding differences</u>	3	1.
4 Add lines 1, 2, and 3	4	721,136.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	721,136.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Publicly Traded Securities				
b Capital Gain Distributions				
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 685,461.		640,854.	44,607.	
b 4,045.		0.	4,045.	
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			44,607.	
b			4,045.	
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	48,652.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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))
2015	101,500.	648,853.	0.156430
2014	110,104.	520,908.	0.211369
2013	90,401.	401,133.	0.225364
2012	95,700.	388,194.	0.246526
2011	92,540.	368,366.	0.251218
2 Total of line 1, column (d)			2 1.090907
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 0.218181
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.			4 667,368.
5 Multiply line 4 by line 3			5 145,607.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 485.
7 Add lines 5 and 6			7 146,092.
8 Enter qualifying distributions from Part XII, line 4			8 152,000.

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)

1 a 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 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	485.
1 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-) . . .	0.
3 Add lines 1 and 2 . . .	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	485.
5 Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	0.
6 Credits/Payments	
6 a 2016 estimated tax pmts and 2015 overpayment credited to 2016 . . .	1,100.
6 b Exempt foreign organizations – tax withheld at source . . .	
6 c Tax paid with application for extension of time to file (Form 8868) . . .	
6 d Backup withholding erroneously withheld . . .	
7 Total credits and payments Add lines 6a through 6d . . .	1,100.
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 . . .	615.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax . . . ► 615. Refunded . . . ► 11	

Part VII-A Statements Regarding Activities

1 a 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
1 a	X	
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .		
1 b	X	
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1 c Did the foundation file Form 1120-POL for this year? . . .		
1 c	X	
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.		
1 d (1) On the foundation ► \$. . . (2) On foundation managers . . . ► \$. . .		
1 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? . . .		
2 If 'Yes,' attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes . . .		
3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		
4 a b If 'Yes,' has it filed a tax return on Form 990-T for this year? . . .		
4 a b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		
5 If 'Yes,' attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
6 • By language in the governing instrument, or		
6 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .		
6	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 . . .		
7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) . . . ►		
8 a PENNSYLVANIA		
8 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 . . .		
8 b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If 'Yes,' complete Part XIV . . .		
9	X	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses . . .		
10	X	

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Part VI-A Statements Regarding Activities (continued)

11	Yes	No
11	X	
12		X
12		X
13		X
13		X
14	Telephone no	(717) 735-8000
14	Located at	160 N. Pointe Blvd., Ste 200, Lancaster PA ZIP + 4 17601
15	15	
16	Yes	No
16	X	
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ►		

Part VI-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.

1 a	Yes	No
1 a		
(1)	Yes	X No
(1)		
(2)	Yes	X No
(2)		
(3)	Yes	X No
(3)		
(4)	Yes	X No
(4)		
(5)	Yes	X No
(5)		
(6)	Yes	X No
(6)		
b	1 b	
b		
c	1 c	X
c		
2		
a	Yes	X No
a		
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __		
b	2 b	
b		
c		
3 a	Yes	X No
3 a		
b	3 b	
b		
4 a	4 a	X
4 a		
b	4 b	X
b		

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)?

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?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Sandra Cleveland c/o Sageworth, 160 N Pointe Blvd, Ste 200 Lancaster PA 17601	President 0.50	0.	0.	0.
Laura Cleveland-Datesman c/o Sageworth, 160 N Pointe Blvd, Ste 200 Lancaster PA 17601	Vice Pres. 0.50	0.	0.	0.
Mary Cleveland c/o Sageworth, 160 N Pointe Blvd, Ste 200 Lancaster PA 17601	Treasurer 0.50	0.	0.	0.
Jay Cleveland, Sr. c/o Sageworth, 160 N Pointe Blvd, Ste 200 Lancaster PA 17601	Secretary 0.50	0.	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 None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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.

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	<hr/> <hr/>
2	<hr/> <hr/>

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	1 a	665,332.
b Average of monthly cash balances	1 b	12,199.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	677,531.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	677,531.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,163.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	667,368.
6 Minimum investment return. Enter 5% of line 5	6	33,368.

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	33,368.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	485.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	485.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	32,883.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	32,883.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	32,883.

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	1 a	152,000.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	152,000.
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	485.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	151,515.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				32,883.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	75,042.			
b From 2012	76,890.			
c From 2013	71,542.			
d From 2014	85,851.			
e From 2015	70,057.			
f Total of lines 3a through e	379,382.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 152,000.				
a Applied to 2015, 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 2016 distributable amount				32,883.
e Remaining amount distributed out of corpus	119,117.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	498,499.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	75,042.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	423,457.			
10 Analysis of line 9:				
a Excess from 2012	76,890.			
b Excess from 2013	71,542.			
c Excess from 2014	85,851.			
d Excess from 2015	70,057.			
e Excess from 2016	119,117.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling	►			
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or		4942(j)(5)	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	(e) Total			
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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)(ii)				
(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).)

Jay Cleveland, Sr.

Jay Cleveland, Jr.

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

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

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

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

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 XVII 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				
Lycoming College 700 College Pl., Box 165		501(c) 3	Atrium in New Science Bldg	25,000.
Williamsport PA 17701				
Shady Side Academy 423 Fox Chapel Rd.		501(c) 3	New Bldg for Science & Innovation	27,000.
Pittsburgh PA 15238				
Arcadia University 450 South Easton Road		501(c) 3	Scholarship Program	5,000.
Glenside PA 19038				
Children's Hosp. of Pittsburgh 4401 Penn Avenue		501(c) 3	General Fund	62,500.
Pittsburgh PA 15224				
Arthritis Foundation 790 Holiday Drive, Foster Plaza #11		501(c) 3	General Fund	1,000.
Pittsburgh PA 15220				
Wetlands Institute 1075 Stone Harbor Blvd		501(c) 3	Education Dept.	1,000.
Stone Harbor NJ 08247				
Boys & Girls Club Of Harrisburg 1227 Berryhill Street		501(c) 3	General Fund	2,500.
Harrisburg PA 17104				
CAF AMERICA 1800 Diagonal Road, Suite 150		501(c) 3	STAY STRONG vs ALS	25,000.
Alexandria VA 22314				
GIRLS HOPE PITTSBURGH 1005 Beaver Grade Rd., Suite 103		501(c) 3	General Fund	3,000.
Coraopolis PA 15108				
Total			► 3a	152,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion 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	10,704.	
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	48,652.	
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)				59,356.	
13 Total. Add line 12, columns (b), (d), and (e)				13	59,356.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign
Here**


Signature of officer or trustee

5/8/11

Secretary

May the IRS discuss this return with the preparer shown below (see instructions)?

Paid Preparer Use Only	Print/Type preparer's name David K. Kruft	Preparer's signature 	Date 5/5/17	Check <input type="checkbox"/> if self-employed	PTIN P01471519
	Firm's name ► SAGEWORTH TRUST COMPANY	Firm's EIN ► 23-3089620			
	Firm's address ► 160 N POINTE BLVD STE 200 Lancaster	PA 17601-4134	Phone no	(717) 735-8000	

BAA

Form 990-PF (2016)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

2016

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

The Cleveland Family Foundation

Employer identification number

20-3980539

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

The Cleveland Family Foundation

Employer identification number

20-3980539

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Jay W. Cleveland, Sr.	\$ 69,057	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	101 Bristol Square		(Complete Part II for noncash contributions.)
	Pittsburgh	PA 15238	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Jay W. Cleveland, Sr.	\$ 100,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	101 Bristol Square		(Complete Part II for noncash contributions.)
	Pittsburgh	PA 15238	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	---	\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name of organization

Employer identification number

The Cleveland Family Foundation

20-3980539

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,300 shares Microsoft Corporation	\$ 116,668.	05/18/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2016

Name	Employer Identification Number
The Cleveland Family Foundation	20-3980539
Asset Information:	
Description of Property	<u>Publicly Traded Securities</u>
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	45,918. Accumulation Depreciation
Description of Property	<u>Publicly Traded Securities</u>
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	-1,311. Accumulation Depreciation
Description of Property	<u>Capital Gain Distributions</u>
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	4,045. Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax withheld	239.	239.		
2015 Form 990-PF Tax	100.			
2016 Form 990-PF Estimated Tax	1,100.			
Total	1,439.	239.		

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Sageworth Trust Co.	Tax prep & admin	5,000.	5,000.		
Sageworth Trust Co.	tax letter fee	175.	175.		
Total		5,175.	5,175.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Sageworth Trust Co	Potfolio Mgmt Fees	5,473.	5,473.		
Total		5,473.	5,473.		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:		End of Year	
		Book Value	Fair Market Value
Schedule Attached		222,917.	205,100.
Total		222,917.	205,100.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:		End of Year	
		Book Value	Fair Market Value
Schedule Attached - Mutual Funds		486,325.	502,311.
Total		486,325.	502,311.

Additional Information For Tax Return

The Cleveland Family Foundation

20-3980539

Form 990-PF, p6: Line 1b, Hours-1

Average hours per week - as needed

Form 990-PF, p6: Line 1b, Hours-2

Average hours per week - as needed

Form 990-PF, p6: Line 1b, Hours-3

Average hours per week - as needed

Form 990-PF, p6: Line 1b, Hours-4

Average hours per week - as needed

CLEVELAND FAMILY FOUNDATION - EIN 20-3980539 - 2016 FORM 990PF

Sageworth Trust Company
PORTFOLIO APPRAISAL
THE CLEVELAND FAMILY FOUNDATION
December 31, 2016

Security	Total Cost	Total Market Value
CASH AND EQUIVALENTS		
MORGAN STANLEY INST LIQUIDITY GOV ADV FUND	11,893.67	11,893.67
COMMON STOCK		
Health Care		
SELECT MEDICAL HOLDINGS CORPORATION	217,818.75	150,000.00
Information Technology		
APPLE, INC. CMN	2,788.24	1,571.94
MICROSOFT CORPORATION CMN	2,309.50	1,243.88
Subtotal	<u>2,815.82</u>	<u>6,349.96</u>
	<u>222,916.49</u>	<u>152,815.82</u>
		205,099.96
MUTUAL FUNDS		
Core Bond		
VANGUARD TOT BD MKT IDX-ADM	157,788.20	157,435.15
Diversified Emerging Markets		
DFA EMERGING MARKETS CORE EQUITY PORTFOLIO	24,152.89	25,204.57
Diversified Equity		
DFA U.S. CORE EQUITY 1 PORTFOLIO INST.	42,047.30	46,577.23
Diversified Foreign Equity		
CAUSEWAY INTERNATIONAL VALUE	46,291.23	42,811.20
Foreign Small/Mid Cap		
HARTFORD MUT FDS INC INTL SML COM I	43,740.00	41,811.14
Global Equity		
CAPITAL WORLD GRW&INCM CL F-2 SHS	26,051.13	27,421.39
NEW PERSPECTIVE FD INC SHS CL F-2	<u>26,404.36</u>	<u>27,289.58</u>
Subtotal	<u>52,455.49</u>	<u>54,710.97</u>
International Small Cap		
WILLIAM BLAIR EMERG MKTS SM CP GR INSL	9,637.33	9,051.70
Short-Term Bond		
DFA 2-YR GLBL FIXED INC PORT	19,584.83	19,624.31
WESTERN ASSET SHRT-TRM BD-IS	<u>19,591.47</u>	<u>19,552.76</u>
Subtotal	<u>39,176.30</u>	<u>39,177.07</u>

CLEVELAND FAMILY FOUNDATION - EIN 20-3980539 - 2016 FORM 990PF

Sageworth Trust Company
PORTFOLIO APPRAISAL
THE CLEVELAND FAMILY FOUNDATION
December 31, 2016

Security	Total Cost	Total Market Value
U.S. Large Cap		
DIAMOND HILL LARGE CAP FD-I	39,296.68	42,418.53
FIDELITY CONCORD STR SPRTN US EQIDX	31,739.96	43,114.11
Subtotal	71,036.64	85,532.64
	486,325.39	502,311.65
TOTAL PORTFOLIO	651,034.88	719,305.28

719,305.28

2016 FORM 990PF - EIN 20-3980539

VALUATION OF 5/18/16 CHARITABLE CONTRIBUTION
TO THE CLEVELAND FAMILY FOUNDATION
FROM JAY W. CLEVELAND, SR

As-of Date: 05/18/2016
Valuation Date 05/18/2016
Processing Date 05/04/2017

Valuation: CLEVELAND FAMILY FDN 5/18/16 GIFT
Report Type: Distribution Date
Number of Securities: 1
File ID 2016-05-18 Cleveland Family Fdn gift

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
1)	2300 MICROSOFT CORP (594918104) COM NASDAQ Stock Market 05/18/2016	51 14000	50 31000 H/L	50.725000	116,667.50
Total Value:					\$116,667.50