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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND		A Employer identification number 34-6519863	
Number and street (or P O box number if mail is not delivered to street address) 1375 E NINTH ST SUITE 900		Room/suite	B Telephone number (see instructions) (216) 696-4200
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44114		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,112,508	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	649,773			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	89	89		
	4 Dividends and interest from securities	308,304	308,304		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	384,135			
	b Gross sales price for all assets on line 6a _____ 9,953,255				
	7 Capital gain net income (from Part IV, line 2)		384,135		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 17,282	17,428		
	12 Total. Add lines 1 through 11	1,359,583	709,956		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 61,205	30,602		30,603
	b Accounting fees (attach schedule)	 20,200	10,100		10,100
	c Other professional fees (attach schedule)	 56,871	28,435		28,636
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 25,310	12,010		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,849	0		4,849
	22 Printing and publications				
	23 Other expenses (attach schedule)	 9,775	9,712		63
	24 Total operating and administrative expenses. Add lines 13 through 23	178,210	90,859		74,251
	25 Contributions, gifts, grants paid	1,259,827			1,259,827
	26 Total expenses and disbursements. Add lines 24 and 25	1,438,037	90,859		1,334,078
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-78,454			
	b Net investment income (if negative, enter -0-)		619,097		
c Adjusted net income(if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	0		
	2	Savings and temporary cash investments	411,009	257,481	257,481
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	11,668,954	12,295,321	12,754,897
	c	Investments—corporate bonds (attach schedule)	1,604,143	1,543,797	1,515,387
	11	Investments—land, buildings, and equipment basis ▶ _____ 78,605 Less accumulated depreciation (attach schedule) ▶ _____	78,609	78,605	78,605
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,718,028	1,729,430	2,506,138
	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)	15,480,743	15,904,634	17,112,508	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	15,480,743	15,904,634	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	Total net assets or fund balances (see instructions)	15,480,743	15,904,634		
31	Total liabilities and net assets/fund balances (see instructions) .	15,480,743	15,904,634		

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	15,480,743
2	Enter amount from Part I, line 27a	2	-78,454
3	Other increases not included in line 2 (itemize) ▶ _____	3	502,371
4	Add lines 1, 2, and 3	4	15,904,660
5	Decreases not included in line 2 (itemize) ▶ _____	5	26
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,904,634

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	384,135
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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,245,926	17,726,172	0 070287
2014	1,447,927	17,816,519	0 081269
2013	1,327,144	16,748,290	0 079241
2012	1,342,832	14,944,848	0 089853
2011	1,331,505	13,641,866	0 097604
2 Total of line 1, column (d)			0 418254
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			0 083651
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			17,126,825
5 Multiply line 4 by line 3			1,432,676
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,191
7 Add lines 5 and 6			1,438,867
8 Enter qualifying distributions from Part XII, line 4			1,334,078

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 ☐ 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 ☐ and enter 1% of Part I, line 27b	1	12,382
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	12,382
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,382
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	18,306
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	18,306
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	5,924
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 5,924 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	No
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► CORNELIA I HALLINAN PRESIDENT Telephone no ► (216) 696-4200			

Located at **►** 1375 E NINTH ST SUITE 900 CLEVELAND OH ZIP+4 **►** 44114

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 0			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
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 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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)? ☐ Yes ☒ No 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	5b	No	
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? ☐ Yes ☒ No	6b	No	
	7b		

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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
Schneider Smeltz Spieth Bell LLP 1375 E Ninth St Suite 900 Cleveland, OH 44114	Legal, acct , admin	61,205
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	16,564,192
b	Average of monthly cash balances.	1b	823,448
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,387,640
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	17,387,640
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	260,815
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	17,126,825
6	Minimum investment return. Enter 5% of line 5.	6	856,341

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	856,341
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	12,382
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,382
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	843,959
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	843,959
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	843,959

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	1,334,078
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,334,078
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,334,078

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				843,959
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	665,809			
b From 2012.	604,206			
c From 2013.	524,823			
d From 2014.	577,835			
e From 2015.	370,854			
f Total of lines 3a through e.	2,743,527			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,334,078</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				843,959
e Remaining amount distributed out of corpus	490,119			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,233,646			
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.		0		
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . .	665,809			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,567,837			
10 Analysis of line 9				
a Excess from 2012. . . .	604,206			
b Excess from 2013. . . .	524,823			
c Excess from 2014. . . .	577,835			
d Excess from 2015. . . .	370,854			
e Excess from 2016. . . .	490,119			

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

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

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))

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

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

- Form
- 990-PF**
- (2016)

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,259,827
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	89	
4	Dividends and interest from securities. . . .			14	308,304	
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	384,135	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Peppertree Fund, LP	900001	-55	18	8,326	-26
b	Peppertree Special Venture	900001	-55	18	8,325	-25
c	Primus Capital Fund V	900001	-36	14	36	-36
d	Fee Credit			14	828	0
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-146		710,043	-87

13 Total. Add line 12, columns (b), (d), and (e).	13	709,810
(See worksheet in line 13 instructions to verify calculations)		

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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.

May the IRS discuss this return with the preparer shown below
(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name PHILIP A RANNEY	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01384027
Firm's name ▶ SCHNEIDER SMELTZ SPIETH BELL LLP				Firm's EIN ▶ 34-0664461
Firm's address ▶ 1375 EAST 9TH STREET SUITE 900 CLEVELAND, OH 44114				Phone no (216) 696-4200

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
US Trust xx070	P		
US Trust xx070	P		
Madrona Fund	P		
Peppertree Fund	P		
Peppertree Spec Ven Fund	P		
Primus V	P		
Primus VI	P		
Barings Core Property Fund LP	P		
Madrona Fund	P		
Peppertree Fund	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,582,322		5,587,584	-3,687
4,282,403		3,826,031	457,116
		2,521	-2,521
		7,922	-7,922
		131,206	-131,206
		15,601	-15,601
39,361			39,361
27,394			27,394
7			7
		3	-3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,687
			457,116
			-2,521
			-7,922
			-131,206
			-15,601
			39,361
			27,394
			7
			-3

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
Peppertree Spec Ven Fund	P		
Primus V	P		
Rare Books	D		
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		4	-4
		563	-563
257		4	253
21,511			21,511

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4
			-563
			253
			21,511

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CORNELIA I HALLINAN 1375 E NINTH ST SUITE 900 CLEVELAND, OH 44114	President 0 00	0	0	0
GEORGE R IRELAND 1375 E NINTH ST SUITE 900 CLEVELAND, OH 44114				
LUCY WELLER 1375 E NINTH ST SUITE 900 CLEVELAND, OH 44114	Treasurer 0 00	0	0	0
TESS IRELAND HALLINAN 1375 E NINTH ST SUITE 900 CLEVELAND, OH 44114				
JAMES D IRELAND IV 1375 E NINTH ST SUITE 900 CLEVELAND, OH 44114	Secretary 0 00	0	0	0
KATHERINE I IRELAND 1375 E NINTH ST SUITE 900 CLEVELAND, OH 44114				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICANS FOR OXFORD INC 500 FIFTH AVE 32ND FLOOR NEW YORK, NY 10110	N/A	501(C)(3)	Exeter College	5,000
BEACON HILL VILLAGE INC 74 JOY ST 3 BOSTON, MA 02114	N/A	501(C)(3)	Unrestricted Operating Support	5,000
BROWN UNIVERSITY 110 ELM STREET PROVIDENCE, RI 02903	N/A	501(C)(3)	Unrestricted operating support	10,000
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVENUE PITTSBURG, PA 15213	N/A	501(C)(3)	Unrestricted operating support	10,000
CASE WESTERN RESERVE UNIVERSITY 11075 EAST BLVD CLEVELAND, OH 44106	N/A	501(C)(3)	Law School Annual Fund	5,000
Total ▶ 3a				1,259,827

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S VILLAGE ECHO HILLS DOBBS FERRY, NY 10522	N/A	501(C)(3)	Unrestricted operating support	4,000
CLEVELAND ANIMAL PROTECTIVE LEAGUE 1729 WILLEY AVENUE CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	10,000
CLEVELAND CUTURAL GARDEN FEDERATION 750 EAST 88TH ST CLEVELAND, OH 44108	N/A	501(C)(3)	Unrestricted operating support	1,500
CLEVELAND EUCLID BEACH CAROUSEL SOCIETY 22000 SHAKER BLVD SHAKER HEIGHTS, OH 44122	N/A	501(C)(3)	Unrestricted Operating Support	10,000
CLEVELAND FOODBANK 15500 SOUTH WATERLOO RD CLEVELAND, OH 44110	N/A	501(C)(3)	Unrestricted operating support	15,000
Total ► 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLEVELAND HEARING AND SPEECH 11635 EUCLID AVE CLEVELAND, OH 44106	N/A	501(C)(3)	Preschool Literacy & Language classroom	15,000
CLEVELAND INTERNATIONAL PIANO COMPETITIO 12200 FAIRHILL RD CLEVELAND, OH 44120	N/A	501(C)(3)	Three Year Cycle Program, Unrestricted operating support	3,334
CLEVELAND MUSEUM OF NATURAL HISTORY 1 WADE OVAL DRIVE UNIVERSITY CIRCL CLEVELAND, OH 44106	Lucy Weller -trustee	501(C)(3)	Centennial Campaign, Unrestricted operating support	110,000
COMMUNITY FOUNDATION OF MT VERNON & KNOX ONE SOUTH MAIN STREET PO BOX 1270 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Youth Philanthropy Initiative and Alcohol & Drug Freedom Center of Knox Co	10,000
CONSERVANCY FOR CUYAHOGA VALLEY NATIONAL 1403 WEST HINES HILL ROAD PENINSULA, OH 44264	N/A	501(C)(3)	"All the Rivers Run" program	5,000
Total ► 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CUYAHOGA COMMUNITY COLLEGE FOUNDATION 700 CARNEGIE AVE CLEVELAND, OH 44115	N/A	501(C)(3)	Youth Technology Academy	10,000
CUYAHOGA COUNTY PUBLIC LIBRARY FOUNDATIO 2111 SNOW ROAD PARMA, OH 44134	N/A	501(C)(3)	Beyond Bricks & Books Campaign	16,667
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER, CO 80204	G R Ireland spouse - trustee	501(C)(3)	Leadership Campaign	10,000
DOMESTIC VIOLENCE AND CHILD ADVOCACY CEN 11811 SHAKER BLVD 220 CLEVELAND, OH 44120	N/A	501(C)(3)	General Operating Support	5,000
DOWNTOWN CLEVELAND ALLIANCE 50 PUBLIC SQUARE SUITE 825 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	5,000
Total 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ECONOMIC GROWTH FOUNDATION 1240 HURON RD E SUITE 300 CLEVELAND, OH 44115	N/A	501(C)(3)	Opportunity Corridor Project	50,000
EPISCOPAL DIOCESE OF OHIO 2230 EUCLID AVE CLEVELAND, OH 44115	N/A	501(C)(3)	Planning for Tomorrow-Growing in Faith Today Campaign to build camp and retreat center in Wakeman, OH	20,000
FISHERS ISLAND CONSERVANCY INC PO BOX 464 FISHERS ISLAND, NY 06390	N/A	501(C)(3)	Unrestricted operating support	5,000
FOUNDATION CENTER 1422 EUCLID AVENUE CLEVELAND, OH 44115	N/A	501(C)(3)	Unrestricted operating support	4,000
FUND FOR OUR ECONOMIC FUTURE 1360 EAST NINTH STREET SUITE 210 CLEVELAND, OH 44114	Lucy Weller -trustee	501(C)(3)	Economic Development and stimulating economy	50,000
Total 				1,259,827
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIVEWELLORG 182 HOWARD ST 208 SAN FRANCISCO, CA 94105	N/A	501(C)(3)	Unrestricted operating support	2,000
GROUP PLAN COMMISSION 1240 HURON RD E SUITE 400 CLEVELAND, OH 44115	N/A	501(C)(3)	Cleveland Public Square	25,000
GUILFORD COLLEGE 5800 W FRIENDLY AVE GREENSBORO, NC 27410	N/A	501(C)(3)	Unrestricted operating support	5,000
HARCOURT PARISH EPISCOPAL CHURCH PO BOX 377 GAMBIER, OH 43022	N/A	501(C)(3)	Parish ministry to Kenyon students	10,000
HAWKEN SCHOOL 5000 CLUBSIDE ROAD LYNDHURST, OH 44124	N/A	501(C)(3)	Entrepreneurial Studies Semester Program	50,000
Total ▶ 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HENRY L FERGUSON MUSEUM PO BOX 554 FISHERS ISLAND, NY 06390	N/A	501(C)(3)	Unrestricted Operating Support	5,000
HOLDEN FORESTS & GARDENS 9500 SPERRY RD KIRTLAND, OH 44094	N/A	501(C)(3)	Unrestricted operating support	1,500
HUNGER NETWORK 614 W SUPERIOR AVE SUITE 744 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	5,000
INTERCHURCH SOCIAL SERVICES OF KNOX CO 306 WEST GAMBIER STREET PO BOX 1052 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted Operating Support	5,000
ISABELLA STEWART GARDNER MUSEUM 208 THE FENWAY BOSTON, MA 02115	N/A	501(C)(3)	Digitization of the Gardner Museum Collection	25,000
Total 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ISLAND HEALTH PROJECT INC PO BOX 344 FISHERS ISLAND, NY 06390	N/A	501(C)(3)	Unrestricted operating support	5,000
JOHNS HOPKINS UNIVERSITY-SAIS 1740 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	N/A	501(C)(3)	Hopkins - Nanjing Center	5,000
KENYON COLLEGE COLLEGE RELATIONS GAMBIER, OH 43022	N/A	501(C)(3)	Kenyon Fund and Brown Family Environmental Center	20,000
KENYON COLLEGE COLLEGE RELATIONS CENTER GAMBIER, OH 43022	C Hallinan - trustee	501(C)(3)	Philander Chase Corp	10,000
KENYON COLLEGE 102 W WIGGIN ST KENYON, OH 43022	C Hallinan spouse trustee	501(C)(3)	Kenyon Review	10,000
Total 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
L A N D STUDIO 1939 WEST 25TH STREET SUITE 200 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	12,000
LAKE VIEW CEMETERY FOUNDATION 12316 EUCLID AVE CLEVELAND, OH 44106	N/A	501(C)(3)	Unrestricted operating support	5,000
LAST CHANCE CORRAL 5350 US 33 SOUTH ATHENS, OH 45701	N/A	501(C)(3)	Unrestricted operating support	2,000
LIFEACT 29425 CHAGRIN BLVD CLEVELAND, OH 44122	N/A	501(C)(3)	Recognizing Teen Depression and Preventing Suicide Program	5,000
MAGNOLIA CLUBHOUSE 11101 MAGNOLIA DR CLEVELAND, OH 44106	Lucy Weller -trustee	PC	Unrestricted Operating Support	10,000
Total ▶ 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE STREET SUITE 1310 BOSTON, MA 02114	N/A	501(C)(3)	Unrestricted Operating Supoort	10,000
MERCY CORP PO BOX 2669 DEPT W PORTLAND, OR 97208	N/A	501(C)(3)	Unrestricted operating support, SRGE	20,000
MINERAL INFORMATION INSTITUTE 8307 SHAFFER PARKWAY LITTLETON, CO 80127	N/A	501(C)(3)	Unrestricted operating support	5,000
MUSEUM OF CONTEMPORARY ART CHICAGO 220 EAST CHICAGO AVE CHICAGO, IL 60611	N/A	501(C)(3)	Unrestricted operating support	1,000
MUSEUM OF FINE ART-BOSTON 465 HUNTINGTON AVE BOSTON, MA 02115	N/A	501(C)(3)	Unrestricted operating support	13,000
Total ▶ 3a				1,259,827

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MUSICAL ARTS ASSOCIATION 11001 EUCLID AVENUE CLEVELAND, OH 44106	N/A	501(C)(3)	Endowment Fund, General Operating Support	205,000
NAMI CLEVELAND 2012 WEST 25TH ST 600 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	5,000
NANTUCKET CONSERVATION FOUNDATION PO BOX 13 118 CLIFF RD NANTUCKET, MA 02554	N/A	501(C)(3)	Unrestricted operating support	5,000
NEW DIRECTIONS-DOMESTIC ABUSE SHELTER-KN PO BOX 453 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	10,000
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY ST DELAWARE, OH 43015	Tess Hallinan-employee	501(C)(3)	Unrestricted operating support	10,000
Total 				1,259,827
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OWL CREEK CONSERVANCY PO BOX 291 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	10,000
PHILANTHROPY OHIO 500 S FRONT STREET SUITE 900 COLUMBUS, OH 43215	N/A	501(C)(3)	Unrestricted operating support	2,826
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	N/A	501(C)(3)	Unrestricted operating support	10,000
PLANNED PARENTHOOD 3500 LORAIN AVENUE - 400 CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted operating support	35,000
PROPRIETORS OF THE BOSTON ALTHENAEUM 10 1/2 BEACON STREET BOSTON, MA 02108	N/A	501(C)(3)	Unrestricted Operating Support	5,000
Total ► 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROSS ART MUSEUM OHIO WESLEYAN UNIV 60 SOUTH SANDUSKY ST DELAWARE, OH 43015	Tess Hallinan-employee	501(C)(3)	Unrestricted operating support	10,000
SCENIC OHIO PO BOX 09816 COLUMBUS, OH 43209	N/A	501(C)(3)	Unrestricted operating support	5,000
SCIENTIFIC PLAYSPLACE INITIATIVE 227 S MAIN ST MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	10,000
SMITH COLLEGE 7 COLLEGE LANE NORTHAMPTON, MA 01063	N/A	501(C)(3)	Unrestricted operating support	2,500
SOCIETY OF ECONOMIC GEOLOGISTS INC 7811 SHAFFER PARKWAY LITTLETON, CO 80127	G R Ireland -trustee	501(C)(3)	Unrestricted operating support	10,000
Total ▶ 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOHN CHURCH PO BOX 505 FISHERS ISLAND, NY 06390	N/A	501(C)(3)	Unrestricted operating support	2,500
ST PAUL'S SCHOOL 325 PLEASANT ST CONCORD, NH 03301	N/A	501(C)(3)	Unrestricted Operating Support	10,000
SUMMER SEARCH 500 COLUMBUS AVENUE JAMAICA PLAINS, MA 02130	N/A	501(C)(3)	Unrestricted operating support	5,000
THOMPSON ISLAND OUTWARD BOUND EDUCATION PO BOX 127 BOSTON, MA 02127	N/A	501(C)(3)	Capital grant	10,000
TRINITY CHURCH COPLEY SQUARE BOSTON, MA 02116	N/A	501(C)(3)	Unrestricted operating support	7,500
Total 3a				1,259,827

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY COMMUNITY INVEST FUND KNOX 110 EAST HIGH STREET MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	10,000
UNIVERSITY CIRCLE INC 10831 MAGNOLIA DRIVE CLEVELAND, OH 44106	Lucy Weller -trustee	501(C)(3)	Streetwise MBA Program, unrestricted operating support	20,000
UNIVERSITY SCHOOL 2785 SOM CENTER RD HUNTING VALLEY, OH 44022	N/A	501(C)(3)	Unrestricted operating support	5,000
WATERLOO ARTS 15605 WATERLOO RD CLEVELAND, OH 44110	N/A	501(C)(3)	Unrestricted Operating Support	5,000
WESLEYAN UNIVERSITY 45 WYLLYS AVE MIDDLETOWN, CT 06459	N/A	501(C)(3)	Unrestricted Operating Support	5,000
Total ▶ 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTERN RESERVE LAND CONSERVANCY PO BOX 314 NOVELTY, OH 44072	N/A	501(C)(3)	Unrestricted operating support	20,000
WHARTON GRADUATE SCHOOL 3451 WALNUT ST PHILADELPHIA, PA 19104	N/A	501(C)(3)	Unrestricted operating support	10,000
WINTER SANCTUARY PO BOX 421 MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted Operating Support	5,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06521	Lucy Weller spouse - trustee	501(C)(3)	Unrestricted operating support	10,000
YELLOWSTONE PARK FOUNDATION 222 EAST MAIN STREET BOZEMAN, MT 59715	N/A	501(C)(3)	Wolf Project	5,000
Total ▶ 3a				1,259,827

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLEVELAND CENTER FOR ART & TECHNOLOGY 3634 EUCLID AVE STE 100 CLEVELAND, OH 44115	N/A	501(C)(3)	After school programming	10,000
COLLEGE NOW GREATER CLEVELAND 50 PUBLIC SQUARE SUITE 1800 CLEVELAND, OH 44113	N/A	501(C)(3)	Mentoring Program	25,000
THE CHILDREN'S MUSEUM OF CLEVELAND 3813 EUCLID AVENUE CLEVELAND, OH 44115	N/A	501(C)(3)	General Operating Support	25,000
BEACON HILL CIVIC ASSOCIATION 74 JOY ST BOSTON, MA 02114	N/A	501(C)(3)	Unrestricted Operating Support	2,500
FRIENDS OF THE PUBLIC GARDEN INC 69 BEACON STREET BOSTON, MA 02108	N/A	501(C)(3)	Unrestricted operating support	10,000
Total ► 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267	N/A	501(C)(3)	Unrestricted Operating Support	5,000
KNOX COUNTY HEAD START INC 11700 UPPER GILCHRIST RD MOUNT VERNON, OH 43050	N/A	501(C)(3)	Unrestricted operating support	10,000
SANCTUARY COMMUNITY ACTION 304 S MARKET ST DANVILLE, OH 43014	N/A	501(C)(3)	Unrestricted operating support	5,000
EDWINS LEADERSHIP AND RESTAURANT INSTITUTE 13101 SHAKER SQUARE CLEVELAND, OH 44120	N/A	501(C)(3)	Unrestricted Operating Support	5,000
SALVATION ARMY 2507 E 22ND ST CLEVELAND, OH 44115	N/A	501(C)(3)	Unrestricted Operating Support	5,000
Total ▶ 3a				1,259,827

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
REFUGEE RESPONSE 4115 BRIDGE AVE CLEVELAND, OH 44113	N/A	501(C)(3)	Unrestricted Operating Support	5,000
SHAKER LAKES GARDEN CLUB 8155 CENTER STREET MENTOR, OH 44060	N/A	501(C)(3)	Unrestricted Operating Support	1,000
AMERICAN FOREIGN POLICY COUNCIL 509 C STREET NE WASHINGTON DC, DC 20002	N/A	501(C)(3)	Islam Project	25,000
Total ▶ 3a				1,259,827

TY 2016 Accounting Fees Schedule**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RSM	20,200	10,100		10,100

TY 2016 Explanation of Non-Filing with Attorney General Statement**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863**Statement:**

State of Ohio no longer requires a copy of Form 990-PF to be submitted to the state.

TY 2016 Investments Corporate Bonds Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Eaton Vance - 169,316.905 Shares	1,543,797	1,515,387

TY 2016 Investments Corporate Stock Schedule**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Artisan Mid Cap Val Fund - 0 Shares	0	0
Harbor Inter. Fund -29,324.165 Shares	1,711,572	1,712,824
Lazard Funds - 88,158.502 Shares	1,524,627	1,407,010
Oak Ridge SC Gr - 0 Shares	0	0
Virtus Foreign Opport - 0 Shares	0	0
Credit Suisse Com. Fund-127,000.565 Shares	888,027	643,893
Ishares Russell 2000 Growth EFT - 3,764 Shares	458,845	579,430
BRC Investment	0	0
Vanguard 500 Index-Admiral-13,073.362 Shares	2,037,515	2,700,564
Brown Advisory Small Cap Growth - 29,894.768 Shares	497,150	482,801
Harding Loevner Fds Inc. - 97,404.133 Shares	1,810,743	1,736,716
MFS Value Fund I - 33,288.043 Shares	1,225,000	1,206,359
Natixis Loomis Sayles Growth Y - 98,078.463 Shares	1,225,000	1,175,961
Vanguard Mid Cap Value Index - 22,050.079 Shares	916,842	1,109,339

TY 2016 Investments - Other Schedule**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Barings Core Property Fund	FMV	600,000	1,186,256
SPDR Gold-1,734 Shares	FMV	214,655	190,064
Steelpath MLP Alpha CI Y-96,761.854 Shares	FMV	914,775	927,946
Madrona Venture Fund LP	FMV	0	19,673
Peppertree Special Venture Fund LP	FMV	0	89
Primus Capital Fund V	FMV	0	57,874
Primus Capital Fund VI	FMV	0	124,236

TY 2016 Legal Fees Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHNEIDER, SMELTZ, RANNEY & LAFOND	61,205	30,602		30,603

TY 2016 Other Decreases Schedule**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863**Description****Amount**

Timing difference income recognition

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TY 2016 Other Expenses Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTORNEYS EXPENSES	127	64		63
INSURANCE	2,900	2,900		0
MADRONA VENTURE FUND - K-1	56	56		0
PEPPERTREE FUND - K-1	217	217		0
PEPPERTREE SVF - K1	1,157	1,157		0
PRIMUS V - K-1	467	467		0
PRIMUS CAPITAL FUND VI - K1	3,642	3,642		0
BARINGS CORE PROPERTY FUND LP-K1	200	200		0
STATE OF OHIO FILING FEE	200	200		0
INVESTMENT EXPENSE	809	809		0

TY 2016 Other Income Schedule**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Peppertree Fund, LP	8,245	8,300	8,245
Peppertree Special Ventur	8,245	8,300	8,245
Primus Capital Fund V	-36	0	-36
Fee Credit	828	828	828

TY 2016 Other Increases Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Description	Amount
Timing difference income recognition-LP	78,828
Change in LP investment	206,050
Book vs tax difference sale of investments	139,390
Non-taxable dividend distributions	77,184
Unknown difference	919

TY 2016 Other Professional Fees Schedule**Name:** ELIZABETH RING MATHER

WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US TRUST MANAGEMENT FEES	6,849	3,425		3,424
INNOVEST	33,271	16,635		16,636
BRC FEES	16,751	8,375		8,576

TY 2016 Taxes Schedule

Name: ELIZABETH RING MATHER
WILLIAM GWINN MATHER FUND

EIN: 34-6519863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	12,010	12,010		0
EXCISE TAX	13,300	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND	Employer identification number 34-6519863

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 other 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 33¹/₃% 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. 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 990PF, 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 ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND	Employer identification number 34-6519863
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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	Elizabeth Ring Mather Trust Dated 3 US Trust 114 West 47th St New York, NY100361510	\$ 649,773	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II	Noncash Property
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(a)	(b)	(c)	(d)
		FMV (or estimate)	

(a)	(b)	(c)	(d)
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(a)	(b)	(c)	(d)
-----	-----	-----	-----

(a)	(b)	(c)	(d)
-----	-----	-----	-----

(a)	(b)	(c)	(d)
-----	-----	-----	-----

(a)	(b)	(c)	(d)
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization ELIZABETH RING MATHER WILLIAM GWINN MATHER FUND	Employer identification number 34-6519863
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	