



<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	11,894.	8,148.	8,148.
	3	Accounts receivable ►			
	4	Less allowance for doubtful accounts ►			
	5	Pledges receivable ►			
	6	Less: allowance for doubtful accounts ►			
	7	Grants receivable			
	8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	9	Other notes and loans receivable (attach schedule) ►			
	10a	Less allowance for doubtful accounts ►			
	b	Inventories for sale or use			
	c	Prepaid expenses and deferred charges			
	11	Investments—U.S. and state government obligations (attach schedule)			
		L-10b Stmt	222,917.	222,916.	273,765.
		Investments—corporate stock (attach schedule)			
		Investments—corporate bonds (attach schedule)			
12	Investments—land, buildings, and equipment, basis ►				
	Less accumulated depreciation (attach schedule) ►				
13	Investments—mortgage loans				
14	Investments—other (attach schedule) L-13 Stmt	486,325.	532,483.	604,983.	
15	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
16	Other assets (describe ► )				
	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	721,136.	763,547.	886,896.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)			
		<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24	Unrestricted			
	25	Temporarily restricted			
26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
27	Capital stock, trust principal, or current funds	721,136.	763,547.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	721,136.	763,547.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	721,136.	763,547.		
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>					
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	721,136.
2	Enter amount from Part I, line 27a			2	42,136.
3	Other increases not included in line 2 (itemize) ► Timing difference due to wash sale loss disallowed			3	275.
4	Add lines 1, 2, and 3			4	763,547.
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	763,547.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b CAPITAL GAIN DISTRIBUTIONS</b>					
<b>c WASH SALE LOSS DISALLOWED</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a 192,685.		151,455.	41,230.		
b 6,697.			6,697.		
c		-275.	275.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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			41,230.		
b			6,697.		
c			275.		
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	48,202.	
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 doesn't 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))
2016	151,515.	667,368.	0.227034
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

2 Total of line 1, column (d) 2 1.066723

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years 3 0.213345

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 4 789,577.

5 Multiply line 4 by line 3 5 168,452.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 532.

7 Add lines 5 and 6 7 168,984.

8 Enter qualifying distributions from Part XII, line 4 8 80,000.

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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)	1	N/A 1,064.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	1,064.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>1,064.</b>
<b>6</b>	<b>Credits/Payments:</b>		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	615.
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	615.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	449.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	0.
11	Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> ►	Refunded	► 11

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	x
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition  If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	x
c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c	x
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	x
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	x
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	x
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>	5	x
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► PA		
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 <i>General Instruction G</i> ? If "No," attach explanation	8b	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 2017 or the tax year beginning in 2017? See the 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

**Part VII-A Statements Regarding Activities (continued)**

	<b>Yes</b>	<b>No</b>
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	<input checked="" type="checkbox"/>
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <u>Sageworth Trust Company</u> Telephone no. ► <u>(717) 735-8000</u> Located at ► <u>1861 Santa Barbara Drive Lancaster PA</u> ZIP+4 ► <u>17601</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		<input type="checkbox"/>
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>

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

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

	<b>Yes</b>	<b>No</b>
1a During the year, did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	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 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	<input checked="" type="checkbox"/>
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	2b	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
b If "Yes," did it have excess business holdings in 2017 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 2017.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	<input checked="" type="checkbox"/>
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 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	<input checked="" type="checkbox"/>

**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:		Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions . . . . .		5b	
	Organizations relying on a current notice regarding disaster assistance, check here . . . . .	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	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? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		6b	
	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

List all officers, directors, trustees, and 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, 1861 Santa Barbara Drive Lancaster PA 17601	President 0.50	0.	0.	0.
Laura Cleveland-Datesman c/o Sageworth, 1861 Santa Barbara Drive Lancaster PA 17601	Vice Pres. 0.50	0.	0.	0.
Mary Cleveland c/o Sageworth, 1861 Santa Barbara Drive Lancaster PA 17601	Treasurer 0.50	0.	0.	0.
Jay Cleveland, Sr. c/o Sageworth, 1861 Santa Barbara Drive 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				► 0

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

10

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>	►	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	
<b>Total. Add lines 1 through 3</b>	►

**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 792,687.
b	Average of monthly cash balances	1b 8,914.
c	Fair market value of all other assets (see instructions)	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 801,601.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 801,601.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 12,024.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 789,577.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 39,479.

**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 39,479.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 1,064.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,064.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 38,415.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 38,415.
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 38,415.

**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 80,000.
b	Program-related investments—total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	3a
a	Suitability test (prior IRS approval required)	3b
b	Cash distribution test (attach the required schedule)	4 80,000.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5 0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	6 80,000.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7 . . . . .				38,415.
2 Undistributed income, if any, as of the end of 2017- a Enter amount for 2016 only . . . . .			0.	
b Total for prior years: 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2017 a From 2012 . . . . .	76,890.			
b From 2013 . . . . .	71,542.			
c From 2014 . . . . .	85,851.			
d From 2015 . . . . .	70,057.			
e From 2016 . . . . .	119,117.			
f Total of lines 3a through e . . . . .	423,457.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 80,000.				
a Applied to 2016, 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 2017 distributable amount . . . . .				38,415.
e Remaining amount distributed out of corpus	41,585.			
5 Excess distributions carryover applied to 2017 (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	465,042.			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions				0.
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions) .	76,890.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	388,152.			
10 Analysis of line 9.				
a Excess from 2013 . . . . .	71,542.			
b Excess from 2014 . . . . .	85,851.			
c Excess from 2015 . . . . .	70,057.			
d Excess from 2016 . . . . .	119,117.			
e Excess from 2017 . . . . .	41,585.			

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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 <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter.				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter $\frac{2}{3}$ 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).)

**See Managers Contributed More than 2% Statement**

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines.

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
Shady Side Academy 423 Fox Chapel Rd. Pittsburgh PA 15238 Children's Hosp. of Pittsburgh 4401 Penn Avenue Pittsburgh PA 15224 Calvary Episcopal Church 315 Shady Avenue Pittsburgh PA 15206 Greater Houston Community Fdn 5120 Woodway Drive, Suite 6000 Houston TX 77056 Salvation Army 1424 Northeast Expressway Atlanta GA 30329		501(c) 3	New Bldg for Science & Innovation	25,000.
		501(c) 3	Cleveland Chair	25,000.
		501(c) 3	Building resoration	10,000.
		501(c) 3	Hurricane Harvey Relief Fund	10,000.
		501(c) 3	Naples FL Hurricane Relief Fund	10,000.
<b>Total</b>				► 3a 80,000.
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	11,496.
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	17,271.
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)				28,767.	
13 Total. Add line 12, columns (b), (d), and (e)				13	28,767.

(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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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** 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 instructions  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>David K. Kruft</b>	Preparer's signature <i>By: David K. Kruft, VP</i>	Date <b>5/9/10</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01471519</b>
	Firm's name ► <b>SAGEWORTH TRUST COMPANY</b>			Firm's EIN ► <b>23-3089620</b>	
	Firm's address ► <b>1861 Santa Barbara Dr</b>			Phone no <b>(717) 735-8000</b>	
<b>PA</b>	<b>Lancaster</b>	<b>PA</b>	<b>17601</b>	Form <b>990-PF</b> (2017)	

**BAA**

## Lancaster

Preparer's signature

Da

5/9/18

Check  self-employed

PTIN

ed P01471519

7000-13

Da

### Title

---

Da

5/9/18

Check  if  
self-employed

self-employed P014/15.

Firm's EIN ► 23-3089620

## Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.  
► Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

2017

**Name of the organization**

The Cleveland Family Foundation

**Employer identification number**

20-3980539

**Organization type (check one):**

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33½% 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).

## 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) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Jay W. Cleveland, Sr. 101 Bristol Square Pittsburgh PA 15238	\$ 99,867.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

---

**Name of organization**

The Cleveland Family Foundation

**Employer identification number**

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	1,387 SHARES MSCI ACWI EFT - VALUATION ATTACHED	\$ 99,867.	12/27/2017
(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
		\$	
(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
		\$	



Name The Cleveland Family Foundation	Employer Identification No 20-3980539
---	--

**Asset Information:**

Description of Property . . . . .	PUBLICLY TRADED SECURITIES
Business Code	Exclusion Code . . . 18
Date Acquired	Various How Acquired . Purchased
Date Sold	Various Name of Buyer .
Check Box, if Buyer is a Business . .	<input type="checkbox"/>
Sales Price . . .	92,449. Cost or other basis (do not reduce by depreciation) . . . . .
Sales Expense . . .	Valuation Method . . . . .
Total Gain (Loss) . . . . .	10,205. Accumulated Depreciation . . . . .
Description of Property . . . . . PUBLICLY TRADED SECURITIES	
Business Code	Exclusion Code . . . 18
Date Acquired	02/22/13 How Acquired . Donated
Date Sold	12/29/17 Name of Buyer .
Check Box, if Buyer is a Business . .	<input type="checkbox"/>
Sales Price . . .	100,236. Cost or other basis (do not reduce by depreciation) . . . . .
Sales Expense . . .	0. Valuation Method . . . . .
Total Gain (Loss) . . . . .	369. Accumulated Depreciation . . . . .
Description of Property . . . . . CAPITAL GAIN DISTRIBUTIONS	
Business Code	Exclusion Code . . . 18
Date Acquired	Various How Acquired . Purchased
Date Sold	Various Name of Buyer .
Check Box, if Buyer is a Business . .	<input type="checkbox"/>
Sales Price . . .	6,697. Cost or other basis (do not reduce by depreciation) . . . . .
Sales Expense . . .	Valuation Method . . . . .
Total Gain (Loss) . . . . .	6,697. Accumulated Depreciation . . . . .
Description of Property . . . . .	
Business Code	Exclusion Code . . .
Date Acquired	How Acquired .
Date Sold	Name of Buyer .
Check Box, if Buyer is a Business . .	<input type="checkbox"/>
Sales Price . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Expense . . .	Valuation Method . . . . .
Total Gain (Loss) . . . . .	Accumulated Depreciation . . . . .
Description of Property . . . . .	
Business Code	Exclusion Code . . .
Date Acquired	How Acquired .
Date Sold	Name of Buyer .
Check Box, if Buyer is a Business . .	<input type="checkbox"/>
Sales Price . . .	Cost or other basis (do not reduce by depreciation) . . . . .
Sales Expense . . .	Valuation Method . . . . .
Total Gain (Loss) . . . . .	Accumulated Depreciation . . . . .

**Totals:**

Total Gain (Loss) of all assets . . . . .	17,271.
Gross Sales Price of all assets . . . . .	199,382.
Unrelated Business Income . . . . .	Business Code . . .
Excluded by section 512, 513, 514	17,271. Exclusion Code . 18
Related/Exempt Function Income . . . . .	

QuickZoom here to Form 990-PF, Page 1 . . . . . ►  
 QuickZoom here to Form 990-PF, Page 12 . . . . . ►

Name <u>The Cleveland Family Foundation</u>	Employer Identification No <u>20-3980539</u>
--	---

**Line 16a - Legal Fees**

**Line 16b - Accounting Fees**

**Line 16c - Other Professional Fees**

Name The Cleveland Family Foundation	Employer Identification No 20-3980539
---	--

Line 10a - Investments - US and State Government Obligations:	State and Local Obligations Book Value	End of Year		US Government Obligations Book Value	US Government Obligations FMV
		State and Local Obligations FMV	US Government Obligations Book Value		
<b>Tot to Fm 990-PF, Pt II, Ln 10a</b>					

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Schedule Attached	222,916.	273,765.
<b>Totals to Form 990-PF, Part II, Line 10b . . . . .</b>	<b>222,916.</b>	<b>273,765.</b>

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<b>Totals to Form 990-PF, Part II, Line 10c . . . . .</b>		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
<b>Totals to Form 990-PF, Part II, Line 12 . . . . .</b>		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Schedule Attached - Mutual Funds	532,483.	604,983.
<b>Totals to Form 990-PF, Part II, Line 13 . . . . .</b>	<b>532,483.</b>	<b>604,983.</b>

**Additional information from your 2017 Federal Exempt Tax Return****Form 990-PF: Return of Private Foundation**

Line 2(b)

**Itemization Statement**

Description	Amount
MORGAN STANLEY INST LIQUIDITY GOV ADV FUND	7,148.
OUTSTANDING CHECK	1,000.
<b>Total</b>	<b>8,148.</b>

**Form 990-PF: Return of Private Foundation**

Line 2(c)

**Itemization Statement**

Description	Amount
MORGAN STANLEY INST LIQUIDITY GOV ADV FUND	7,148.
OUTSTANDING CHECK	1,000.
<b>Total</b>	<b>8,148.</b>

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