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Form 990-PF

Department of the Treasury  
Internal Revenue Service126  
380Return of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

► Do not enter social security numbers on this form as it may be made public.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 10/01/17, and ending 09/30/18

Name of foundation

The Bay Foundation

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

23520 Lake Road

Room/suite

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

Bay Village OH 44140

Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

A Employer identification number

34-1853153

B Telephone number (see instructions)

6

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 634,887

J

Accounting method

Cash

Accrual

Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	25,311			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	21	21		
	4 Dividends and interest from securities	11,225	11,225		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,625			
	b Gross sales price for all assets on line 6a	66,963			
	7 Capital gain net income (from Part IV, line 2)		15,625		
	8 Net short-term capital gain			0	
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,708	3,708		
	12 Total. Add lines 1 through 11	55,890	30,579	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,205	2,205		
	c Other professional fees (attach schedule)				
Operating and Administrative Expenses	17 Interest				
	18 Taxes (attach schedule) (see instructions)	200	200		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.)	206			
	24 Total operating and administrative expenses.	2,611	2,405	0	0
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	41,710			41,710
	26 Total expenses and disbursements. Add lines 24 and 25	44,321	2,405	0	41,710
	27 Subtract line 26 from line 12	11,569			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		28,174		
	c Adjusted net income (if negative, enter -0-)			0	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			3,423	3,423
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (att. schedule) ►		0		
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U S and state government obligations (attach schedule)	See Stmt 5			
b	Investments - corporate stock (attach schedule)		419,294	408,306	631,464
c	Investments - corporate bonds (attach schedule)				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►		)		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item l)		)	419,294	411,729
					634,887
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)			
Net Assets or Fund Balances	22	Other liabilities (describe ►	See Statement 6	)	3,984
	23	Total liabilities (add lines 17 through 22)			3,984
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input checked="" type="checkbox"/>		415,310	411,729
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	29	Capital stock, trust principal, or current funds			
	30	Paid-in or capital surplus, or land, bldg , and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)		415,310	411,729
	31	Total liabilities and net assets/fund balances (see instructions)		419,294	411,729

## 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	415,310
2	Enter amount from Part I, line 27a	2	11,569
3	Other increases not included in line 2 (itemize) ► See Statement 7	3	3,642
4	Add lines 1, 2, and 3	4	430,521
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	18,792
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	411,729

**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 See Worksheet</b>				
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				
b				
c				
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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	15,625
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

 Yes  No

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

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

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	27,390	560,172	0.048896
2015	22,671	490,456	0.046224
2014	22,116	468,778	0.047178
2013	21,680	448,339	0.048356
2012	17,465	390,533	0.044721

2 Total of line 1, column (d)

2 0.235375

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 0.047075

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

4 632,203

5 Multiply line 4 by line 3

5 29,761

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

6 282

7 Add lines 5 and 6

7 30,043

8 Enter qualifying distributions from Part XII, line 4

8 41,710

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	282
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)	3	282
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0
3	Add lines 1 and 2	5	282
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	282
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	11	Refunded ►

## Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a  Yes  No

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition 1b  Yes  No  
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

1c Did the foundation file Form 1120-POL for this year? 1c  Yes  No

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

1e 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  Yes  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? If "Yes," attach a conformed copy of the changes 3  Yes  No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a  Yes  No

4b If "Yes," has it filed a tax return on Form 990-T for this year? 4b  Yes  No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 5  Yes  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  Yes  No

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  Yes  No

8a Enter the states to which the foundation reports or with which it is registered See instructions ► N/A  
**OH**

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b  Yes  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 2017 or the taxable year beginning in 2017? See instructions for Part XIV If "Yes," complete Part XIV 9  Yes  No

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10  Yes  No

Stmt 9

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions  
 11  X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions  
 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  
 13  X

Website address ► **N/A**  
 14 The books are in care of ► **BROOKS HULL**  
**23520 LAKE ROAD**

Telephone no ► **440-835-4930**

OH

ZIP+4 ► **44140**

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

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 type="checkbox"/>	<input checked="" type="checkbox"/> X
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## 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)

(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  
 N/A ►  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?  
 N/A 1c

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?  
 If "Yes," list the years ► 20 , 20 , 20 , 20  
 Yes  No

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 )  
 N/A 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 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)  
 N/A 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  
 4a  X

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?  
 4b  X

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

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

**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.

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

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

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

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

 0

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

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

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

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

Expenses

**1 N/A****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 N/A****2**

All other program-related investments. See instructions

**3****Total. Add lines 1 through 3** ►Form **990-PF** (2017)

**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	<b>635,867</b>
b	Average of monthly cash balances	1b	<b>5,963</b>
c	Fair market value of all other assets (see instructions)	1c	<b>0</b>
d	<b>Total</b> (add lines 1a, b, and c)	1d	<b>641,830</b>
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	<b>641,830</b>
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	<b>9,627</b>
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	<b>632,203</b>
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	<b>31,610</b>

**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	<b>31,610</b>
2a	Tax on investment income for 2017 from Part VI, line 5	2a	<b>282</b>
b	Income tax for 2017 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	<b>282</b>
3	Distributable amount before adjustments Subtract line 2c from line 1	3	<b>31,328</b>
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	<b>31,328</b>
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	<b>31,328</b>

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	<b>41,710</b>
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	<b>41,710</b>
b	Cash distribution test (attach the required schedule)	5	<b>282</b>
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	<b>41,428</b>
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				<b>31,328</b>
2 Undistributed income, if any, as of the end of 2017			<b>1,756</b>	
a Enter amount for 2016 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ <b>41,710</b>			<b>1,756</b>	
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				<b>31,328</b>
e Remaining amount distributed out of corpus	<b>8,626</b>			
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:	<b>8,626</b>			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				<b>0</b>
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)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	<b>8,626</b>			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017	<b>8,626</b>			

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

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				► <input type="text"/>
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 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

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

**Brooks Hull**

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

**N/A****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc , 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

**See Statement 10**

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

**See Statement 11**

c Any submission deadlines

**None**

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

**See Statement 12**

**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> <b>See Statement 13</b>				<b>41,710</b>
<b>Total</b>			<b>► 3a</b>	<b>41,710</b>
<b>b Approved for future payment</b> <b>N/A</b>				
<b>Total</b>			<b>► 3b</b>	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions )
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					<b>21</b>
<b>4 Dividends and interest from securities</b>				<b>14</b>	<b>11,225</b>
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>				<b>14</b>	<b>3,708</b>
<b>7 Other investment income</b>				<b>14</b>	<b>15,625</b>
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b> _____					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		<b>0</b>		<b>30,558</b>	<b>21</b>
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>				<b>13</b>	<b>30,579</b>
(Subtract line 13 from line 12 to determine net total income.)					

**Chart VI-A-2. Relationship of Activities to the Accomplishment of Exempt Purposes**

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
<b>N/A</b>			

**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  X  No

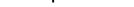
**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign  
Here

 Brooks G. Hume  
Signature of officer or trustee

12 | 19 | 2018

Trustee

Signature of officer or trustee		Date	Date
Paid Preparer Use Only	Print/Type preparer's name <b>Michael A. Trifiletti</b>	Preparer's signature <b>Michael A. Trifiletti</b>	Date <b>11/28/18</b>
	Firm's name ► <b>Devries, Trifiletti &amp; Loy, Inc.</b>	PTIN <b>P00021539</b>	
	Firm's address ► <b>24803 Detroit Rd., Ste. 4 Westlake, OH 44145</b>	Firm's EIN ► <b>34-1197246</b> Phone no <b>440-835-9450</b>	

## Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Capital Gain Distributions	\$ 2,303	\$ 2,303	\$
Cedar Fair K-1 Income	\$ 1,405	\$ 1,405	\$
<b>Total</b>	<b>\$ 3,708</b>	<b>\$ 3,708</b>	<b>0</b>

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

Description	Total	Net Investment	Adjusted Net
Accounting Fees	\$ 2,205	\$ 2,205	\$
<b>Total</b>	<b>\$ 2,205</b>	<b>\$ 2,205</b>	<b>0</b>

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

Description	Total	Net Investment	Adjusted Net
Taxes - General	\$ 200	\$ 200	\$
<b>Total</b>	<b>\$ 200</b>	<b>\$ 200</b>	<b>0</b>

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

Description	Total	Net Investment	Adjusted Net
Expenses			\$
Annual Meeting Expense	206	206	\$
<b>Total</b>	<b>\$ 206</b>	<b>\$ 206</b>	<b>0</b>

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
American Electric Power	\$ 22,852	\$ 22,852		\$ 28,352
Bank Of America Corp	19,964	19,964		18,413
Bank of New York Mellon Corp	9,250	9,250		15,348
Boeing Co.		25,291		36,818
Bristol Myers	8,895	8,895		11,671
Cedar Fair	28,055	28,055		53,278
Chevron Corp	9,999	9,999		16,508
Cisco Systems	13,706	13,706		53,515
Conagra Foods Inc.	13,239	13,239		28,195
General Electric	7,278			
General Electric	12,076			
General Electric	6,233			
General Electric	10,725			
General Mills Inc	8,737			
Honeywell International Inc		29,569		33,280
Oracle Corp	9,672	9,672		15,468
Pfizer Inc	10,307	10,307		13,221
Qualcomm	25,061	25,061		23,410
UPS				
Invesco Developing Markets Class A	11,744	11,744		17,513
Invesco Developing Markets Class A	10,836	10,836		11,341
Invesco Developing Markets Class A	3,104	3,104		3,753
Henderson International Opp	14,631	125		110
Henderson International Opp	2,092	9,976		10,765
Henderson International Opp	10,000	2,092		2,387
Henderson International Opp		10,000		9,913
New Perspective Fund Class A		32		31
New Perspective Fund Class A	4,200			
New Perspective Fund Class A	9,276			
New Perspective Fund Class A	25,144			
SPDR S&P Midcap 400				
SPDR S&P MIDCAP 400	14,532			2,727
SPDR S&P MIDCAP 400	16,852			36,746
SPDR S&P MIDCAP 400	6,274			37,481
SPDR S&P MIDCAP 400				11,024
NJF Dividend Int & Prem Strategy FD	9,934			12,861
NJF Dividend Int & Prem Strategy FD	12,178			9,170
Proshares Ultra S&P	2,379			3,036
	24,956			42,719
	21,165			

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Proshares Ultra S&P	\$ 25,113	\$ 25,113		\$ 42,081
Total	\$ 419,294	\$ 408,306		\$ 631,464

## Federal Statements

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

Description	Beginning of Year	End of Year
Cash Overdraft	\$ 3,984	\$
Total	\$ 3,984	\$ 0

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

Description	Amount
Partnership Distributions	\$ 3,642
Total	\$ 3,642

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

Description	Amount
Unrealized Appreciation Adjustment	\$ 1,616
Book Tax Difference on Gifted Stock	\$ 17,176
Total	\$ 18,792

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**Federal Statements**

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

Name	Address	City, State, Zip
Brooks Hull	23520 Lake Road	Bay Village OH 44140

## Federal Statements

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

Name of Manager	Amount
Brooks Hull	\$ _____
Total	\$ _____ 0

### Statement 10 - Form 990-PF, Part XV, Line 2a - Name, Address and Email for Applications

Description
BROOKS G. HULL 440-835-9450 23520 LAKE ROAD BAY VILLAGE OH 44140 bhull@baycorp.com

### Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

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

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

Description
None

### Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

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

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Name	Address	Relationship	Status	Purpose	Amount
Cleveland Zoological Society	Cleveland OH		Social		500
Arizona State University Foundation	Phoenix AZ		Education		2,500
Desert Mountain Community	Phoenix AZ		Social		6,000
MOCA	Cleveland OH		Art		250
Aids Task Force	Cleveland OH		Health & Wellness		300
Great Lakes Science Center	Cleveland OH		Education		300
Cleveland Public Theatre	Cleveland OH		Social		200
American Cancer Society	Cleveland OH		Health & Wellness		300
NCR Foundation	Reston VA		Health & Wellness		1,000
The Art Studio	Cleveland OH		Art		2,500
Ashland University	Ashland OH		Education		10,750
Spaces	Cleveland OH		Education		200
US Olympic Committee	Cleveland OH		Social		500
Community Legal Service	Cleveland OH		Social		300
International Partners in Mission	Cleveland Heights OH		Social		300
Hunger Network	Cleveland OH		Health & Wellness		400
Salvation Army	Cleveland OH		Health & Wellness		400

## Federal Statements

### Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Special Olympics				Health & Wellness	200
Columbus OH					
Sigma Nu Fndt.				Health & Wellness	500
Lexington VA					
Medicine Wheel				Health & Wellness	300
Tempe AZ					
The City Mission				Health & Wellness	400
Cleveland OH					
Northeast Ohio SPCA				Health & Wellness	600
Cleveland OH					
WVIZ/PBS				Education	300
Cleveland OH					
Cleveland Musuem of Art				Art	1,250
Cleveland OH					
Playhouse Square				Art	1,250
Cleveland OH					
90.3 WCPN				Art	300
Cleveland OH					
Bay Village Foundation				Social	400
Bay Village OH					
Friends of Crewkerne Parish				Social	300
Cleveland OH					
Broadway Cares				Art	300
Cleveland OH					
Holy Redeemer Parish				Social	1,650
Cleveland OH					
Beck Center for the Arts				Art	300
Lakewood OH					
Presbyterian Church				Social	350
Cleveland OH					
EACA				Social	150
Cleveland OH					
Musical Arts Association				Art	1,250
Cleveland OH					

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## Federal Statements

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### Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Scottsdale Chorus	Scottsdale AZ			Art	500
Blackstone/ Franklin Sq Assoc	Boston MA			Health & Wellness	150
Cave Creek Museum	Cave Creek AZ			Education	360
Bay Music Boosters	Bay Village OH			Education	100
Tri-Bay Golf Sponsor	Bay Village OH			Social	250
Shriners Hospital	Cleveland OH			Health & Wellness	250
National Parks Foundation	Washington DC			Social	300
Cleveland Institute of Art	Cleveland OH			Art	300
Cleveland Clinic	Cleveland OH			Health & Wellness	2,500
Community Music Center of Boston	Boston MA			Art	500
Total					<u><u>41,710</u></u>