

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

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation THE PAINTSTONE FOUNDATION		A Employer identification number 34-1538822
Number and street (or P O box number if mail is not delivered to street address) 7373 PRODUCTION DRIVE		B Telephone number 440-974-3800
City or town, state or province, country, and ZIP or foreign postal code MENTOR, OH 44060		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) \$ 782,728.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	30,000.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	550.	550.		STATEMENT 1
4	Dividends and interest from securities	11,506.	11,506.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-4,466.			
b	Gross sales price for all assets on line 6a	140,511.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	28.	28.		STATEMENT 3
12	Total. Add lines 1 through 11	37,618.	12,084.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	4,625.	2,313.		0.
c	Other professional fees				
17	Interest				
18	Taxes	511.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	5,218.	4,978.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	10,354.	7,291.		0.
25	Contributions, gifts, grants paid	70,000.			70,000.
26	Total expenses and disbursements. Add lines 24 and 25	80,354.	7,291.		70,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-42,736.			
b	Net investment income (if negative, enter -0-)		4,793.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		71,121.	4,839.	4,839.
	2	Savings and temporary cash investments		11,510.	28,222.	28,222.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			884.	884.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	437,850.	468,530.	748,783.
	c	Investments - corporate bonds		24,967.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			545,448.	502,475.	782,728.
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				
	22	Other liabilities (describe ▶ ACCRUED TAXES)		237.	0.	
23	Total liabilities (add lines 17 through 22)		237.	0.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐					
	and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☒					
	and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds		0.	0.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
28	Retained earnings, accumulated income, endowment, or other funds		545,211.	502,475.		
29	Total net assets or fund balances		545,211.	502,475.		
30	Total liabilities and net assets/fund balances		545,448.	502,475.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	545,211.
2	Enter amount from Part I, line 27a	2	-42,736.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	502,475.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	502,475.

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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.)
1a PUBLICLY TRADED STOCK		P		
b PUBLICLY TRADED STOCK		P		
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 28,648.		39,144.	-10,496.
b 111,863.		105,833.	6,030.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			-10,496.
b			6,030.
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	-4,466.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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))
2018	64,000.	718,578.	.089065
2017	75,278.	689,829.	.109126
2016	63,637.	627,210.	.101460
2015	65,000.	662,265.	.098148
2014	61,000.	662,863.	.092025

2 Total of line 1, column (d)	2	.489824
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	.097965
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	744,673.
5 Multiply line 4 by line 3	5	72,952.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48.
7 Add lines 5 and 6	7	73,000.
8 Enter qualifying distributions from Part XII, line 4	8	70,000.

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 ☐ 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	96.
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	96.
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	96.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	980.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	980.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
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	884.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ☐ 884. 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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
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? If "No," attach explanation	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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of JERRIE LEE RISPOLI Telephone no. 440-974-3800 Located at 7373 PRODUCTION DRIVE, MENTOR, OH ZIP+4 44060		
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 N/A		
16 At any time during calendar year 2019, 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 N/A		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) 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		
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 2019? 1c		X
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years N/A		
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		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

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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:

(4) 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

N/A

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?

N/A

☐ Yes ☐ 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?

☐ Yes ☒ 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.

☐ Yes ☒ No

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

N/A

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**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.

(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
JOSEPH B. MILGRAM, JR. 7373 PRODUCTION DRIVE MENTOR, OH 44060	TRUSTEE 0.00	0.	0.	0.
JOHN S. MILGRAM 7373 PRODUCTION DRIVE MENTOR, OH 44060	TRUSTEE 0.00	0.	0.	0.
ANDREW MILGRAM 7373 PRODUCTION DRIVE MENTOR, OH 44060	TRUSTEE 0.00	0.	0.	0.
THOMAS MILGRAM 7373 PRODUCTION DRIVE MENTOR, OH 44060	TRUSTEE 1.00	0.	0.	0.

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

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

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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	721,538.
b	Average of monthly cash balances	1b	34,475.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	756,013.
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	756,013.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,340.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	744,673.
6	Minimum investment return. Enter 5% of line 5	6	37,234.

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	37,234.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	96.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	96.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,138.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	37,138.
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	37,138.

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	70,000.
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	70,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,000.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				37,138.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	28,554.			
b From 2015	32,414.			
c From 2016	33,002.			
d From 2017	42,231.			
e From 2018	29,050.			
f Total of lines 3a through e	165,251.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 70,000.				
a Applied to 2018, 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 2019 distributable amount				37,138.
e Remaining amount distributed out of corpus	32,862.			
5 Excess distributions carryover applied to 2019 (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	198,113.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	28,554.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	169,559.			
10 Analysis of line 9:				
a Excess from 2015	32,414.			
b Excess from 2016	33,002.			
c Excess from 2017	42,231.			
d Excess from 2018	29,050.			
e Excess from 2019	32,862.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	HEALTH & WELFARE	5,000.
ART THERAPY ASSOCIATION 4875 EISENHOWER AVE, STE 240 ALEXANDRIA, VA 22304	NONE	PUBLIC CHARITY	ART & HEALTH	2,000.
CARE 151 ELLIS STREET NE ATLANTA, GA 30303	NONE	PUBLIC CHARITY	HEALTH & WELFARE	2,000.
CENTER FOR FAMILIES AND CHILDREN 4500 EUCLID AVENUE CLEVELAND, OH 44103	NONE	PUBLIC CHARITY	HEALTH & WELFARE	2,000.
CLEVELAND FOOD BANK 15500 SOUTH WATERLOO ROAD CLEVELAND, OH 44110	NONE	PUBLIC CHARITY	HEALTH & WELFARE	5,000.
Total			SEE CONTINUATION SHEET(S)	70,000.
b Approved for future payment				
NONE				
Total				0.

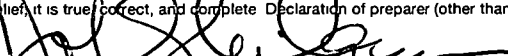
Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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
N/A		

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.	
	 Signature of officer or trustee				4-30-20 Date	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed
	PATRICIA A. KEENER				04/22/20	
	Firm's name ▶ BOBER, MARKEY, FEDOROVICH & COMPANY					Firm's EIN ▶ 34-1523030
	Firm's address ▶ 600 SUPERIOR AVENUE EAST, SUITE 925 CLEVELAND, OH 44114					Phone no. 216-373-2500

Form **990-PF** (2019)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service.**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

Name of the organization

THE PAINTSTONE FOUNDATION

Employer identification number

34-1538822

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE PAINTSTONE FOUNDATION	Employer identification number 34-1538822
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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
<u>1</u>	<u>JOSEPH B. MILGRAM, JR.</u> <u>7373 PRODUCTION DRIVE</u> <u>MENTOR, OH 44060</u>	\$ <u>30,000.</u>	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.)

Name of organization

Employer identification number

THE PAINTSTONE FOUNDATION**34-1538822****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Employer identification number

34-1538822

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 info. once) ▶ \$ _____

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CLEVELAND MUSEUM OF ART 11150 EAST BLVD CLEVELAND, OH 44130	NONE	PUBLIC CHARITY	ARTS & EDUCATION	5,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	PUBLIC CHARITY	HEALTH & WELFARE	5,000.
FINE ARTS ASSOCIATION 38660 MENTOR AVENUE WILLOUGHBY, OH 44094	NONE	PUBLIC CHARITY	ARTS & EDUCATION	2,000.
FRIENDS OF BREAKTHROUGH SCHOOLS 3615 SUPERIOR AVENUE CLEVELAND, OH 44114	NONE	PUBLIC CHARITY	EDUCATION	2,000.
FUTURE HEIGHTS 2163 LEE ROAD CLEVELAND, OH 44118	NONE	PUBLIC CHARITY	EDUCATION	1,000.
IN MOTION 4829 GALAXY PARKWAY WARRENSVILLE HEIGHTS, OH 44128	NONE	PUBLIC CHARITY	HEALTH & WELFARE	1,000.
LAKELAND FOUNDATION 7700 CLOCKTOWER DR KIRTLAND, OH 44094	NONE	PUBLIC CHARITY	EDUCATION	5,000.
LAWRENCE SCHOOL 1551 E. WALLINGS ROAD BROADVIEW HEIGHTS, OH 44147	NONE	PUBLIC CHARITY	EDUCATION	5,000.
SAVE THE CHILDREN 501 KINGS HIGHWAY EAST, STE 400 FAIRFIELD, CT 06825	NONE	PUBLIC CHARITY	HEALTH & WELFARE	5,000.
MUSICAL ARTS ASSOCIATION 11001 EUCLID AVENUE CLEVELAND, OH 44106	NONE	PUBLIC CHARITY	ARTS & EDUCATION	5,000.
Total from continuation sheets				54,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OXFAM AMERICA 226 CAUSEWAY STREET BOSTON, MA 02114	NONE	PUBLIC CHARITY	HEALTH & WELFARE	3,000.
USA FOR UNHCR 1310 L ST NW, STE 450 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	HEALTH & WELFARE	5,000.
SALVATION ARMY 7000 HEISLEY ROAD MENTOR, OH 44060	NONE	PUBLIC CHARITY	HEALTH & WELFARE	1,000.
THE CHILDREN'S MUSEUM OF CLEVELAND 10730 EUCLID AVENUE CLEVELAND, OH 44106	NONE	PUBLIC CHARITY	ARTS & EDUCATION	1,000.
WVIZ - IDEASTREAM 1375 EUCLID AVENUE CLEVELAND, OH 44115	NONE	PUBLIC CHARITY	EDUCATION EDUCATION	4,000.
LAKE GEAUGA EDUCATION ASSISTANCE 7700 CLOCKTOWER DR. C-2048 KIRTLAND, OH 44094	NONE	PUBLIC CHARITY	EDUCATION	4,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
US BANK	550.	550.	
TOTAL TO PART I, LINE 3	550.	550.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US BANK	11,506.	0.	11,506.	11,506.	
TO PART I, LINE 4	11,506.	0.	11,506.	11,506.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	28.	28.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28.	28.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	4,625.	2,313.		0.
TO FORM 990-PF, PG 1, LN 16B	4,625.	2,313.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEES	200.	0.		0.	
FEDERAL TAXES	96.	0.		0.	
FOREIGN TAXES PAID	215.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	511.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	4,978.	4,978.		0.	
BANK FEES	240.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	5,218.	4,978.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED STATEMENT	468,530.	748,783.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	468,530.	748,783.		

THE PAINSTONE FOUNDATION
SCHEDULE OF INVESTMENTS
ATTACHMENT TO AND MADE PART OF FORM 990-PF
PART II - BALANCE SHEET - LINE 10

COMMON STOCK QTY	SECURITY	DATE ACQUIRED	QTY	P/Y COST	TOTAL COST	FAIR MARKET VALUE
13	ALPHABET INC CLASS A & C	2015	13	3,824 12	3,824 12	17,404 96
4	AMAZON COM INC	2018	4	7,733 35	7,733 35	7,391 36
100	AMERICAN TOWER CORP	2014 2019	150 (50)	14,342 99	9,561 99	22,982 00
250	ANSYS INC	2014 2015	150 100	11,151 00 8,616 00	19,767 00	64,352 50
0	ALBEMARIE CORP	2018 2019	250 (250)	23,936 18	-	-
30	APPLE INC	2019	30	-	5,277 30	8,809 50
20	ARISTA NETWORKS INC	2018	20	5,539 20	5,539 20	4,068 00
40	BLACKROCK INC	2012 2012 2013 2013 2015	60 (30) (30) 20 20	5,682 20 7,526 60	13,208 80	20,108 00
0	BOEING CO	2018 2019	24 (24)	8,899 20	-	-
150	COMCAST CORP (CLASS A)	2019	150	-	6,544 13	6,745 50
375	C S V CORP	2016	375	9,112 00	9,112 00	27,135 00
100	CISCO SYSTEMS INC	2019	100	-	5,128 80	4,796 00
175	CHEVRON CORP	2019	175	-	20,651 28	21,089 25
375	CHURCH & DWIGHT CO INC	2017	375	18,635 63	18,635 63	26,377 50
60	ECOLAB INC	2019	60	-	10,444 20	11,579 40
50	F M C CORPORATION SPINOFF	2018 2019 2019	250 (200)	22,289 99	6,886 75 (3,035 94)	4,991 00
150	FACEBOOK INC A	2016	150	17,587 14	17,587 14	30,787 50
65	HONEYWELL INTERNATIONAL INC	2018	65	10,425 92	10,425 92	11,505
900	HUNTINGTON BANCSHARES INC	2019	900	-	13,076 28	13,572 00
100	INTEL CORP	2019	100	-	5,374 80	5,985 00
0	JACK HENRY ASSOCIATES INC	2019 2019	8 (8)	-	-	-
220	JP MORGAN CHASE CO	2016	220	13,549 32	13,549 32	30,668 00
233	LIVENT CORP	2019	234 (1)	-	3,025 22	1,992 15
22	LOCKHEED MARTIN CORP	2019	22	-	8,533 27	8,566 36

COMMON STOCK Q1Y	SECURITY	DATE ACQUIRED	QTY	P/Y COST	TOTAL COST	FAIR MARKET VALUE
250	LINCOLN ELEC HLDGS INC	2007	25			
		2010	75	3,001 00	14,906 49	24,182 50
	2 FOR 1 STOCK SPLIT	2011	100			
		2014	(100)			
		2016	150	11,905 49		
25	MASTERCARD	2018	25	5,069 00	5,069 00	7,464 75
175	MCCORMICK CO	2017	195	18,555 85	16,652 69	29,702 75
		2019	(20)			
67	MICROSOFT CORP	2019	47	-	7,578 92	10,565 90
		2019	20	-		
30	METTLER TOLEDO INTL INC.	2015	30	9,370 20	9,370 20	23,798 40
0	NATIONAL BEVERAGE CORP	2018	200	22,839 10	-	-
		2019	(200)			
0	NEOGEN CORP	2002	200			
		2003	150			
	5 for 4 stock split	2004	88			
		2006	(138)			
	3 for 2 stock split	2007	138			
		2007	(26)			
		2009	588			
		2009	(500)			
	3 for 2 stock split	2010	250			
		2010	(50)			
		2010	(200)			
		2010	(100)			
		2011	(100)			
		2011	(25)			
		2013	(175)			
	3 for 2 stock split	2013	50	501 77		
	4 for 3 stock split	2018	50			
		2019	(200)			
400	MIDDLEFIELD BANC CORP	2017	200	10,700 00	10,700 00	10,436 00
	2-for-1 stock split	2019	200			
400	NIKE INC	2010	100	2,836 30	14,386 93	40,524 00
		2011	(50)			
	2-FOR-1 STOCK SPLIT	2012	50			
		2013	(25)			
		2015	125	11,550 63		
	2-FOR-1 STOCK SPLIT	2015	200			
72	NORTHROP GRUMMAN CORPORATION	2015	100	13,641 12	13,641 12	24,765 84
		2018	(28)			
120	PRA HEALTH SCIENCES INC	2017	120	8,894 90	8,894 90	13,338 00
70	PAYPAL HOLDINGS INC	2018	70	5,961 19	5,961 19	7,571 90
190	PHILLIPS 66	2017	190	17,795 10	17,795 10	21,167 90
500	PFIZER INC	2019	500	-	21,093 99	19,590 00
60	PEPSICO INC	2019	25	-	7,552 10	8,200 20
		2019	35			
125	PROGRESSIVE CORP	2019	125	-	9,697 76	9,048 75
15	REALTY INCOME CORP	2019	15	-	1,044 45	1,104 45
370	RPM INTERNATIONAL INC	2008	300			
		2009	(75)	4,540 07	11,666 33	28,401 20
		2015	225	11,057 99		
		2017	(80)	(3,931 73)		
50	ROCKWELL AUTOMATION	2018	50	8,905 50	8,905 50	10,133 50

COMMON STOCK

QTY	SECURITY	DATE ACQUIRED	QTY	P/Y COST	TOTAL COST	FAIR MARKET VALUE
0	SCHWAB CHARLES CORP	2018	110	5,582.34	-	-
		2019	150	-		
		2019	(260)			
75	SIRYKER CORP	2013	100	6,182.95	4,637.21	15,745.50
		2015	50	4,509.50		
		2018	(75)	(6,055.24)		
0	THOR INDUSTRIES	2017	195	19,928.88	-	-
		2018	(130)	(13,285.92)		
		2019	(65)			
225	US BANCORP	2012	125	7,419.43		
		2012	100		7,419.43	13,340.25
		2015	200	-		
		2016	(200)			
65	WALT DISNEY CO	2019	65	-	7,046.00	9,400.95
300	ZOETIS INC	2013	150	4,551.83	11,412.34	39,705.00
		2015	150	6,860.51		
105	CHUBB LTD	2019	105	-	14,477.85	16,344.30
0	SCHLUMBERGER LTD	2018	200	13,215.98	-	-
		2019	(200)			
500	SOCIEDAD QUIMICA MINERA ADR	2018	500	27,769.95	27,769.95	13,345.00
0	TE CONNECTIVITY LTD	2018	100	9,124.55	-	-
		2019	(100)			
TOTAL CORPORATE STOCK - LINE 10b)				(437,849.08)	(468,530.01)	(748,783.02)

CORPORATE BONDS

QTY	SECURITY	DATE ACQUIRED	P/Y COST	TOTAL COST	FAIR MARKET VALUE
0.00	JM SMUCKER CO	2018	25,000	24,967.25	-
		2019	(25,000)		
TOTAL CORPORATE BONDS - LINE 10c)				(24,967.25)	(0.00)