

C&F 3332

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Form 990-T

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No 1545-0047

2019

Department of the Treasury Internal Revenue Service

For calendar year 2019 or other tax year beginning 2019, and ending 2019

Go to www.irs.gov/Form990T for instructions and the latest information.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3)

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section

C Book value of all assets at end of year

D Employer identification number

E Unrelated business activity code

F Group exemption number

G Check organization type

H Enter the number of the organization's unrelated trades or businesses

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?

J The books are in care of

THE CLEVELAND FOUNDATION

1422 EUCLID AVENUE, SUITE 1300

CLEVELAND, OH 44115-2001

34-0714588

525990

2266165971

501(c) corporation

1

During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No

If "Yes," enter the name and identifying number of the parent corporation

The books are in care of ROSANNE S. POTTER Telephone number 216-861-3810

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales			
b	Less returns and allowances			
2	Cost of goods sold (Schedule A, line 7)			
3	Gross profit Subtract line 2 from line 1c			
4a	Capital gain net income (attach Schedule D)	690,476.		690,476.
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c	Capital loss deduction for trusts			
5	Income (loss) from a partnership or an S corporation (attach statement)	-904,333.	ATCH 2	-904,333.
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest annuities, royalties, and rents from a controlled organization (Schedule F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (See instructions, attach schedule)			
13	Total. Combine lines 3 through 12	-213,857.		-213,857.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Deductions must be directly connected with the unrelated business income)			
14	Compensation of officers, directors, and trustees (Schedule K)		14
15	Salaries and wages		15
16	Repairs and maintenance		16
17	Bad debts		17
18	Interest (attach schedule) (see instructions)		18
19	Taxes and licenses		19
20	Depreciation (attach Form 4562)		20
21	Less depreciation claimed on Schedule A and elsewhere on return		21a
22	Depletion		22
23	Contributions to deferred compensation plans		23
24	Employee benefit programs		24
25	Excess exempt expenses (Schedule I)		25
26	Excess readership costs (Schedule J)		26
27	Other deductions (attach schedule)	ATCH 3	27
28	Total deductions. Add lines 14 through 27		28
29	Unrelated business taxable income before net operating loss deduction Subtract line 28 from line 13		29
30	Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)		30
31	Unrelated business taxable income Subtract line 30 from line 29		31

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For Paperwork Reduction Act Notice, see instructions.

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Total Unrelated Business Taxable Income

32	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	32	
33	Amounts paid for disallowed fringes	33	
34	Charitable contributions (see instructions for limitation rules)	34	
35	Total unrelated business taxable income before pre-2018 NOLs and specific deduction Subtract line 34 from the sum of lines 32 and 33	35	0.
36	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)	36	
37	Total of unrelated business taxable income before specific deduction Subtract line 36 from line 35	37	
38	Specific deduction (Generally \$1,000, but see line 38 instructions for exceptions)	38	1,000.
39	Unrelated business taxable income. Subtract line 38 from line 37. If line 38 is greater than line 37, enter the smaller of zero or line 37	39	0.

Tax Computation

40	Organizations Taxable as Corporations. Multiply line 39 by 21% (0.21)	40	
41	Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 39 from <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041).	41	
42	Proxy tax. See instructions	42	
43	Alternative minimum tax (trusts only).	43	
44	Tax on Noncompliant Facility Income. See instructions	44	
45	Total. Add lines 42, 43, and 44 to line 40 or 41, whichever applies	45	

Tax and Payments

46a	Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116).	46a	
46b	Other credits (see instructions).	46b	
46c	General business credit. Attach Form 3800 (see instructions).	46c	
46d	Credit for prior year minimum tax (attach Form 8801 or 8827).	46d	
46e	Total credits. Add lines 46a through 46d	46e	
47	Subtract line 46e from line 45	47	
48	Other taxes. Check if from <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule).	48	
49	Total tax. Add lines 47 and 48 (see instructions)	49	0.
50	2019 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 3.	50	
51a	Payments. A 2018 overpayment credited to 2019	51a	
51b	2019 estimated tax payments	51b	400,000.
51c	Tax deposited with Form 8868.	51c	
51d	Foreign organizations. Tax paid or withheld at source (see instructions)	51d	
51e	Backup withholding (see instructions)	51e	
51f	Credit for small employer health insurance premiums (attach Form 8941)	51f	
51g	Other credits, adjustments, and payments <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	51g	
52	Total payments. Add lines 51a through 51g	52	400,000.
53	Estimated tax penalty (see instructions). Check if Form 2220 is attached.	53	
54	Tax due. If line 52 is less than the total of lines 49, 50, and 53, enter amount owed	54	
55	Overpayment. If line 52 is larger than the total of lines 49, 50, and 53, enter amount overpaid	55	400,000.
56	Enter the amount of line 55 you want Credited to 2020 estimated tax Refunded	56	400,000.

Statements Regarding Certain Activities and Other Information (see instructions)

57	At any time during the 2019 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
58	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file		X
59	Enter the amount of tax-exempt interest received or accrued during the tax year	\$	

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

Sign Here	Signature of officer	Date	Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	JENNIFER D RHODERICK	11-11-2020	VICE PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JENNIFER D RHODERICK	Jennifer D Rhoderick	11/11/20		P00395735
	Firm's name	Firm's EIN	Firm's address	Phone no	
	ERNST & YOUNG U.S. LLP	34-6565596	111 MONUMENT CIRCLE, SUITE 4000, INDIANAPOLIS, IN 46204	317-681-7000	

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ►

1 Inventory at beginning of year	1	6 Inventory at end of year	6
2 Purchases	2	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7
3 Cost of labor	3		
4a Additional section 263A costs (attach schedule)	4a		
b Other costs (attach schedule)	4b	8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes No N/A
5 Total. Add lines 1 through 4b	5		

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ►(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ►**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A)	Enter here and on page 1, Part I, line 7, column (B)
Total dividends-received deductions included in column 8				

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1 Name of periodical	2. Gross advertising income	3 Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6. Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I. ▶						
Totals, Part II (lines 1-5) ▶	Enter here and on page 1, Part I, line 11, col (A)	Enter here and on page 1, Part I, line 11, col (B)				Enter here and on page 1, Part II, line 26

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4 Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14 ▶			

Form **990-T** (2019)

ATTACHMENT 2FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS OR S CORPORATIONS

(KEY) DAVIDSON KEMPNER INSTITUTIONAL PARTNERS LP	2,282.
(KEY) HIGHFIELDS CAPITAL IV, LP	-1,958.
(KEY) NEO CAPITAL FUND, L.P.	-5,833.
(TCF) DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, LP	-1,626.
(TCF) HIGHFIELDS CAPITAL IV, LP	-2,760.
(TCF) NEO CAPITAL FUND, L.P.	-574.
ARTEMIS REAL ESTATE PARTNERS FUND III	14,001.
CLAYTON, DUBILIER & RICE FUND X, L.P.	-1,861.
DRAWBRIDGE LONG DATED VALUE FUND II (B) LP	2,992.
EIG ENERGY FUND XIV-A, L.P.	-2,144.
EIG ENERGY FUND XV-A, L.P.	-51,768.
EIG ENERGY FUND XVI, LP	-75,556.
ENCAP ENERGY CAPITAL FUND IX, L.P.	-153,610.
ENCAP ENERGY CAPITAL FUND X, LP	-469,609.
ENCAP FLATROCK MIDSTREAM FUND IV, L.P.	-152,816.
GLENMEDE REAL ESTATE FUND II, LLC	2,072.
GREEN EQUITY INVESTORS V, L.P.	38,391.
GREEN EQUITY INVESTORS VII, LP	-20,686.
KNIGHTSBRIDGE VENTURE CAPITAL VI LP SERIES VC	-2.
MADISON DEARBORN CAPITAL PARTNERS VII-A, LP	1,562.
MADISON DEARBORN CAPITAL PARTNERS VII-B LP	-15,877.
PRIVATE ADVISORS COINVESTMENT FUND, LP	3,650.
PRIVATE ADVISORS COINVESTMENT FUND III, LP	7,556.
PRIVATE ADVISORS SECONDARY FUND V, L.P.	-397,881.
PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND III	-81,137.
PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND IV, L.P.	19,107.
RIVERSIDE EUROPE FUND V, L.P.	8,267.
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND II, LP	750.
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND III, LP	-25.
STEPSTONE INTERNATIONAL INVESTORS III, L.P.	-558.
THE GLENMEDE PRIVATE EQUITY FUND III, LLC	435.
TIFF PARTNERS III, LLC	-18.
TIFF PRIVATE EQUITY PARTNERS 2006, LLC	-550.
WEATHERGAGE VENTURE CAPITAL LP	8,180.
FORTRESS CREDIT OPPORTUNITIES FUND (B) LP	23.
MAINSAIL PARTNERS V, LP	-6,356.
PARADIGM MASTER FUND LIQUIDATING TRUST	-149.
RMCF V AIV I, LP	-90,625.
SCULPTOR REAL ESTATE TE FUND, LP	520,306.
SSR 2000 INDEX SECURITIES LENDING COMMON TRUST FUN	72.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-904,333.</u>

THE CLEVELAND FOUNDATION

34-0714588

ATTACHMENT 3

FORM 990T - PART II - LINE 27 - TOTAL OTHER DEDUCTIONS

TAX PREPARATION FEES

26,350.

PART II - LINE 27 - OTHER DEDUCTIONS

26,350.

ATTACHMENT 3

SCHEDULE D
(Form 1120)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.

▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No 1545-0123

2019

Name **THE CLEVELAND FOUNDATION** Employer identification number **34-0714588**

Did the corporation dispose of any investment(s) in a qualified opportunity fund during the tax year? ☐ Yes ☒ No

If "Yes," attach Form 8949 and see its instructions for additional requirements for reporting your gain or loss

Part I Short-Term Capital Gains and Losses (See instructions)

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	24,113.	21,937.		2,176.
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37			4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824			5	
6 Unused capital loss carryover (attach computation)			6	()
7 Net short-term capital gain or (loss) Combine lines 1a through 6 in column h			7	2,176.

Part II Long-Term Capital Gains and Losses (See instructions)

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	462,333.	56,346.		405,987.
11 Enter gain from Form 4797, line 7 or 9			11	282,313.
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37			12	
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824			13	
14 Capital gain distributions (see instructions)			14	
15 Net long-term capital gain or (loss) Combine lines 8a through 14 in column h			15	688,300.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	2,176.
		688,300.
17 Net capital gain Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	
18 Add lines 16 and 17 Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	18	690,476.

Note: If losses exceed gains, see *Capital Losses* in the instructions

For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

Schedule D (Form 1120) 2019

Form

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

► Go to www.irs.gov/Form8949 for instructions and the latest information.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2019

Attachment Sequence No **12A**

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

THE CLEVELAND FOUNDATION

Social security number or taxpayer identification number

34-0714588

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are generally short-term (see instructions). For long-term transactions, see page 2.

Note: You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 1a; you aren't required to report these transactions on Form 8949 (see instructions)

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed of (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	(KEY) NEO CAPITAL FUND, L P			65				65
	(TCF) NEO CAPITAL FUND, L P			7				7
	CLAYTON, DUBILIER & RICE FUND X,			15,564				15,564
	ENCAP ENERGY CAPITAL FUND IX, L P				12,457			-12,457
	ENCAP ENERGY CAPITAL FUND X, LP				51			-51
	GREEN EQUITY INVESTORS V, L P				9,429			-9,429
	PRIVATE ADVISORS COINVESTMENT FUN			6,948				6,948
	RIVERSIDE EUROPE FUND V, L P.			1,396				1,396
	RIVERSIDE MICRO-CAP FUND V-A LP			89				89
	RMCF V AIV I, LP			43				43
	SIGULER GUFF DISTRESSED OPPORTUNI			1.				1
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►			24,113	21,937			2,176

Note: If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2019)

Social security number or taxpayer identification number

34-0714588

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are generally long-term (see instructions). For short-term transactions, see page 1.

Note: You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions)

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

Note: If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.