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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation KESSLER FAMILY FOUNDATION		A Employer identification number 04-3213614
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) () -
120 CASA BENDITA		
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH, FL 33480-3602		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 41,549,264.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)
1 Contributions, gifts, grants etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		93,663.	93,663.		
4 Dividends and interest from securities		807,743.	807,743.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		373,680.			
b Gross sales price for all assets on line 6a 1,623,123.					
7 Capital gain net income (from Part IV, line 2)			373,680.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)		418,069.	418,069.		
11 Other income (attach schedule)		1,693,155.	1,693,155.		
12 Total. Add lines 1 through 11					
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) ATCH 2		10,000.			10,000.
c Other professional fees (attach schedule) *		79,974.	68,369.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 4		45,113.	4,613.		500.
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		164,937.			164,937.
24 Total operating and administrative expenses. Add lines 13 through 23		300,024.	72,982.		175,437.
25 Contributions, gifts, grants paid		279,484.			279,484.
26 Total expenses and disbursements. Add lines 24 and 25		579,508.	72,982.	0	454,921.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,113,647.			
b Net investment income (if negative, enter -0-)			1,620,173.		
c Adjusted net income (if negative, enter -0-)					

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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		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	4,129,191.	4,472,622.	4,472,622.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		* 4,487,375.	ATCH 6	
		Less allowance for doubtful accounts ▶	4,417,546.	4,487,375.	2,807,375.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule), **	2,451,490.	1,112,905.	1,212,197.	
	b	Investments - corporate stock (attach schedule) ATCH 8	8,998,099.	12,024,558.	15,533,392.	
	c	Investments - corporate bonds (attach schedule),				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9	17,555,022.	17,066,390.	17,523,678.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	37,551,348.	39,163,850.	41,549,264.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	37,551,348.	39,163,850.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	37,551,348.	39,163,850.		
	31	Total liabilities and net assets/fund balances (see instructions)	37,551,348.	39,163,850.		

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	37,551,348.
2	Enter amount from Part I, line 27a	2	1,113,647.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	498,855.
4	Add lines 1, 2, and 3	4	39,163,850.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,163,850.

**ATCH 7

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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 (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
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	373,680.	
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	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	321,811.	36,247,347.	0.008878
2011	380,393.	33,412,490.	0.011385
2010	371,586.	29,693,690.	0.012514
2009	1,764,376.	28,083,161.	0.062827
2008	2,734,526.	33,396,695.	0.081880
2 Total of line 1, column (d)			2 0.177484
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.035497
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 39,416,838.
5 Multiply line 4 by line 3			5 1,399,179.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,202.
7 Add lines 5 and 6			7 1,415,381.
8 Enter qualifying distributions from Part XII, line 4 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			8 454,921.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1 a 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	32,403.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3 Add lines 1 and 2		3	32,403.
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	32,403.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 48,232.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	68,232.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,829.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 35,829. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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?		X
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA, _____		
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 2013 or the taxable year beginning in 2013 (see 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)

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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SHARON JACQUET Telephone no <input type="checkbox"/> 212-888-3400			
Located at <input type="checkbox"/> JP MORGAN, 270 PARK AVENUE, 28TH FL NEW YORK, NY ZIP+4 <input type="checkbox"/> 10017				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
16	At any time during calendar year 2013, 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did 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)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2013? <input type="checkbox"/>	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2013? <input type="checkbox"/>	4b	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(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, 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
ATCH 11		0	0	0

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

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

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

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
ATCH 12		60,812.

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 NONE	
Total. Add lines 1 through 3 ▶	

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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	37,398,339.
b	Average of monthly cash balances	1b	2,618,755.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	40,017,094.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	40,017,094.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	600,256.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	39,416,838.
6	Minimum investment return. Enter 5% of line 5	6	1,970,842.

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	1,970,842.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	32,403.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,403.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,938,439.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,938,439.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,938,439.

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	454,921.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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	454,921.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	454,921.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,938,439.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 708,805.				
b From 2009 370,439.				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	1,079,244.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 454,921.				
a Applied to 2012, 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 2013 distributable amount				454,921.
e Remaining amount distributed out of corpus . . .				
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	1,079,244.			1,079,244.
6 Enter the net total of each column as indicated below:				
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				404,274.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009 . . .				
b Excess from 2010 . . .				
c Excess from 2011 . . .				
d Excess from 2012 . . .				
e Excess from 2013 . . .				

Form 990-PF (2013)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 8 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))

ATTACHMENT 13

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

NONE

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHED LIST		NA	PC		279,484.
Total ► 3a					279,484.
b <i>Approved for future payment</i>					
Total ► 3b					

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	93,663.
4 Dividends and interest from securities			14	807,744.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income			41	418,069.
8 Gain or (loss) from sales of assets other than inventory			18	373,679.
9 Net income or (loss) from special events . . .				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)				1,693,155.
13 Total Add line 12, columns (b), (d), and (e)				1,693,155.

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

[illegible]

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| 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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

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

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 or trustee

Date 11/11/14

▶
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

CHARLES E SHIRLEY

Preparer's signature

ECOOPERS LLP

Date

11/09/2014

Check

self-employed

PTIN

P00642482

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 125 HIGH STREET

BOSTON, MA

02110

Phone no 617-530-5000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					250,434.	
		ISHARES COMMODITY INDEX TRUST					10,476.	
		ISHARES COMMODITY INDEX TRUST					-75,304.	
		JP MORGAN #4008					VARIOUS -33,449.	12/31/2013
		JP MORGAN #4008					VARIOUS 151,869.	12/31/2013
		JP MORGAN #2005					VARIOUS 4,924.	12/31/2013
		JP MORGAN #2005					VARIOUS 174,606.	12/31/2013
		JP MORGAN #V2005					VARIOUS -19,172.	12/31/2013
		JP MORGAN #V2005					VARIOUS 11.	12/31/2013
		JP MORGAN #8005					VARIOUS -9,657.	12/31/2013
		JP MORGAN #8005					VARIOUS -81,058.	12/31/2013
TOTAL GAIN (LOSS)							<u>373,680.</u>	

Part IV - Capital Gain/Loss for Tax on Investment Income

Description	Quantity	Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss	Long Term Realized Gain Loss
GS BREN GOLD NOTE 2/1/13 LNKD TO GOLDLNP 1 6%LEV,	75000	75,508	75,000	-	508
ISHARES BARCLAYS TIPS BOND FUND	13000	1,474,078	1,338,585	-	135,491
SPDR GOLD TRUST	4330	533,136	556,652	(20,603)	(2,913)
UBS BREN BRENT CRUDE 06/27/13 LNKD TO CO1 1 76%LEV,	75000	79,801	75,000	-	4,801
FORD MOTOR CREDIT CO NOTES 7% OCT 1 2013 DTD 9/23/	500000	500,000	541,875	-	(41,875)
INTER AMERICAN DEVEL BK - CLP 6% JUN 03 2013 DTD 06/0	225000000	477,573	501,001	-	(23,428)
INTL BK RECON & DEVELOP - TRY 9% JAN 25 2013 DTD 01/2	625000	354,058	369,813	-	(15,756)
JPMORGAN CHASE & CO 8 5/8% PFD	6660	166,500	176,157	(9,657)	-
HONEYWELL INTERNATIONAL INC	1915	160,884	101,496	-	59,388
LOCKHEED MARTIN CORP	1348	143,234	101,293	-	41,941
STAPLES INC	1215	19,975	15,051	4,924	-
WALGREEN CO	3548	189,508	116,231	-	73,276
ABB LTD SPONS ADR	185	4,138	3,897	241	-
BHP LTD SPONS ADR	175	11,374	13,646	(2,273)	-
BOC HONG KONG HOLDINGS LTD SPONS ADR	110	7,015	7,868	(653)	-
COMPANHIA ENERGETICA DE MINAS GERAIS SPONS ADR R	1025 02	9,117	10,270	(1,164)	11
DIAGEO P L C SPONS ADR NEW	90	10,821	10,736	85	-
ISRAEL CHEMICALS LTD ADR	2530	20,483	33,533	(13,050)	-
MUENCHENER RUECKVERSICHERUNGS - GESELLSCHAFT /	365	6,660	6,429	231	-
PETROCHINA CO LTD ADR	220	27,840	30,212	(2,372)	-
RECKITT BENCKISER GROUP PLC SPONSORED ADR	420	6,070	5,638	432	-
RIOCAN REAL ESTATE INVESTMENT TRUST	940	22,351	24,171	(1,820)	-
ROCHE HOLDINGS LTD SPONS ADR	5	317	276	41	-
ROYAL DUTCH SHELL PLC ADR	305	20,356	21,093	(737)	-
STATOIL ASA SPONS ADR	400	9,614	10,544	(930)	-
TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD SPON	495	8,721	9,142	(421)	-
TELEKOMUNIKASI IND SPONS ADR	290	12,008	11,565	443	-
TESCO PLC SPONS ADR	90	1,594	1,556	38	-
UNITED OVERSEAS BANK LTD SPONS ADR	160	5,342	4,958	384	-
VODAFONE GROUP PLC SPONS ADR	360	12,181	9,827	2,354	-
DREYFUS EMG MKT DEBT LOC C-I	16184 43	227,360	247,806	(12,845)	(7,600)
PIMCO TOTAL RETURN FUND-INST	92565 417	1,010,255	988,672	-	21,584
		1,623,123	1,567,871	(57,354)	245,428
Long Term Gain Distributions					250,434
From K-1				10,476	(75,304)
				(46,878)	420,558

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN A16214008	529,608.	529,608.
JP MORGAN A33762005	77,857.	77,857.
JP MORGAN Q56788005	154,236.	154,236.
JP MORGAN V57412005	46,042.	46,042.
TOTAL	<u>807,743.</u>	<u>807,743.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS LLP	10,000.			10,000.
TOTALS	<u>10,000.</u>			<u>10,000.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN MANAGEMENT FEES	60,812.	60,812.
ISHARES COMMODITY INDEX TRUST	7,557.	7,557.
OTHER PROFESSIONAL FEES	11,605.	
TOTALS	79,974.	68,369.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MA FILING FEE	500.		500.
FEDERAL INCOME TAXES	40,000.		
FOREIGN TAXES	4,613.	4,613.	
TOTALS	<u>45,113.</u>	<u>4,613.</u>	<u>500.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CHARITABLE EVENT EXPENSES	164,937.	164,937.
TOTALS	<u>164,937.</u>	<u>164,937.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: SIPC CLAIM

BEGINNING BALANCE DUE 4,417,546.

ENDING BALANCE DUE 4,487,375.ENDING FAIR MARKET VALUE 2,807,375.TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 4,417,546.TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 4,487,375.TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 2,807,375.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	1,112,905.	1,212,197.
US OBLIGATIONS TOTAL	<u>1,112,905.</u>	<u>1,212,197.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	12,024,558.	15,533,392.
TOTALS	<u>12,024,558.</u>	<u>15,533,392.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	17,066,390.	17,523,678.
TOTALS	<u>17,066,390.</u>	<u>17,523,678.</u>

Kessler Family Foundation

04-3213614

Part II - Balance Sheets

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>FMV</u>
BEGINNING OF YEAR			
<u>Line 10a- US Govt Obligations</u>			
ISHARES BARCLAYS TIPS BOND FUND	24,030 00	2,451,490	2,917,482
<u>Line 10b- Corporate Stock Investments</u>			
ANALOG DEVICES INC	2,734 00	94,760	114,992
AUTOMATIC DATA PROCESSING INC	1,979 00	96,901	112,664
BAXTER INTERNATIONAL INC	1,979 00	102,549	131,920
BBH FD INC TAX EFFIC EQ N	33,992 16	575,000	589,764
BLACKROCK INC	590	111,390	121,959
CHARLES SCHWAB CORP 7% FEB 28 2049 DTD 01/26/2012	225,000 00	248,150	256,797
CHEVRON CORP	1,166 00	111,749	126,091
COLGATE PALMOLIVE CO	1,173 00	93,425	122,625
COLUMBIA FDS SER TR II MASS ASIA PC JP R5	48,653 50	585,000	635,901
CONOCOPHILLIPS	2,004 00	107,435	116,212
DODGE & COX INTERNATIONAL STOCK	45,441 93	1,580,000	1,574,109
GENERAL MILLS INC	2,584 00	94,292	104,445
HONEYWELL INTERNATIONAL INC	1,915 00	101,496	121,545
ILLINOIS TOOL WORKS INC	1,822 00	96,789	110,796
ISHARES CORE S&P MID-CAP ETF	11,013 00	847,058	1,120,022
ISHARES RUSSELL MIDCAP INDEX FUND	3,648 00	290,094	412,589
JOHNSON & JOHNSON	1,658 00	102,467	116,226
JPM LARGE CAP GROWTH FD - SEL FUND 3118	39,401 09	800,000	943,656
JPM SMALL CAP GROWTH FD - INSTL FUND 3907	20,284 53	160,000	235,098
LOCKHEED MARTIN CORP	1,348 00	101,293	124,407
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH	7,712 87	80,000	114,690
MANNING & NAPIER FUND INC EQUITY SERIES	24,329 45	455,000	417,007
MATTHEWS PACIFIC TIGER INSTL FUND	23,747 01	425,000	579,665
MC DONALDS CORP	1,403 00	108,716	123,759
NEXTERA ENERGY INC	1,807 00	96,989	125,026
PEPSICO INC	1,774 00	116,817	121,395
PNC FINANCIAL SERVICES 6 3/4% DEC 31 2049 DTD 07/27/20	230,000 00	245,813	260,530
PROCTER & GAMBLE CO	1,597 00	101,516	108,420
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEI	12,624 79	275,000	354,125
STAPLES INC	9,822 00	113,545	111,971
THE TRAVELERS COMPANIES INC	1,617 00	103,579	116,133
VANGUARD FTSE EMERGING MARKETS ETF	8,559 00	363,923	381,132
WALGREEN CO	3,548 00	116,231	131,311
XILINX CORP	2,773 00	96,122	99,443
		<u>8,998,099</u>	<u>10,236,426</u>

Kessler Family Foundation

04-3213614

BEGINNING OF YEAR

Line 13- Other Investments

BLACKSTONE COMMERCIAL REAL ESTATE DEBT CLASS A (1,500,000 00	1,164,198	1,256,426
DOUBLELINE FDS TR TTL RTN BD I	64,968 94	725,000	736,098
DREYFUS LAUREL EMG MKT DEBT LOC C-1	45,092 00	625,583	691,711
EATON VANCE FLOATING RATE I	114,856 75	998,508	1,047,494
FORD MOTOR CREDIT CO NOTES 7% OCT 1 2013 DTD 9/23/	500,000 00	541,875	522,430
GS BREN GOLD NOTE 2/1/13 LNKD TO GOLDLNPM 1 6%LEV,	75,000 00	75,000	76,942
HARBOR HIGH YIELD BOND FUND - INS	37,558 69	400,000	417,277
INTER AMERICAN DEVEL BK - CLP 6% JUN 03 2013 DTD 06/0	225,000,000 00	485,887	470,201
INTL BK RECON & DEVELOP - TRY 9% JAN 25 2013 DTD 01/2	625,000 00	463,645	350,759
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	31,000 00	995,883	1,016,490
J P MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD INC	524 121	500,000	620,574
JPM HIGH YIELD FD - SEL FUND 3580 5 26%	149,559 42	1,145,458	1,217,414
JPM HIGH YIELD FD - SEL FUND 3580 5 26%	120,984 20	949,359	984,811
JPM SHORT DURATION BOND FD - SEL FUND 3133 0 53%	98,622 53	1,066,006	1,083,862
JPM STR INC OPP FD FUND 3844 2 81%	62,361 89	750,000	737,741
JPM US REAL ESTATE INCOME AND GROWTH FINANCE COF	2,135,149 86	1,500,000	1,736,765
PIMCO LOW DURATION FUND	96,525 10	1,000,000	1,014,479
PIMCO TOTAL RETURN FUND	263,599 70	2,755,348	2,962,861
SOUTHERN CAL EDISON 8 1/4% DEC 31 2049 DTD 01/17/2012	250,000 00	257,465	272,758
SPDR GOLD TRUST	3,630 00	445,341	588,133
UBS BREN BRENT CRUDE 06/27/13 LNKD TO CO1 1 76%LEV,	75,000 00	75,000	81,540
VANGUARD FI SECS F INTR TRM CP PT FUND 71	41,885 27	390,790	432,256
WACHOVIA CAPITAL TRUST III VAR RATE MAR 31 2049 DTD :	250,000 00	229,375	249,683
ACCRUED INCOME		15,300	115,446
		17,555,022	18,684,149

Kessler Family Foundation

04-3213614

END OF YEAR

Line 10a- US Govt Obligations

ISHARES BARCLAYS TIPS BOND FUND	11,030	1,112,905	1,212,197
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Line 10b- Corporate Stock Investments

ABB LTD SPONS ADR	1,455 00	31,698	38,645
ALSTOM ADR	9,735 00	35,657	35,046
ANALOG DEVICES INC	2,734 00	94,760	139,243
ASTRAZENECA PLC SPONS ADR	280 00	13,435	16,624
AUTOMATIC DATA PROCESSING INC	1,979 00	96,901	159,901
BAE SYSTEMS PLC SPONS ADR	1,300 00	28,051	38,077
BAXTER INTERNATIONAL INC	2,403 00	131,331	167,129
BAYER A G SPONS ADR	240 00	23,172	34,080
BBH CORE SELECT FUND-N	33,992 16	575,000	727,432
BHP LTD SPONS ADR	385 00	26,924	26,257
BLACKROCK INC	590 00	111,390	186,717
BOC HONG KONG HOLDINGS LTD SPONS ADR	450 00	29,982	29,034
BRITISH AMERICAN TOBACCO PLC SPONS ADR	470 00	49,296	50,487
CANADIAN OIL SANDS LIMITED	740 00	15,417	13,919
CATERPILLAR INC	1,713 00	141,872	155,558
CHARLES SCHWAB CORP 7% FEB 28 2049 DTD 01/26/2012	225,000 00	248,150	247,068
CHEVRON CORP	1,166 00	111,749	145,645
COLGATE PALMOLIVE CO	2,346 00	93,425	152,983
COLUMBIA ASIA PAX X-JPN-R5	48,653 50	585,000	657,309
CONOCOPHILLIPS	2,310 00	125,531	163,202
DEUTSCHE POST AG SPONS ADR	1,530 00	35,250	56,151
DEUTSCHE TELEKOM AG SPONS ADR	3,445 00	47,533	59,461
DODGE & COX INTL STOCK FUND	52,380 60	1,830,000	2,254,461
GDF SUEZ SPONS ADR	1,600 00	33,638	37,872
GENERAL ELEC CAP CORP 7 125% DEC 15 2049 DTD 06/12/	245,000 00	283,690	274,278
GENERAL MILLS INC	2,905 00	110,268	144,989
GLAXOSMITHKLINE PLC SPONS ADR	840 00	38,241	44,848
HSBC HOLDINGS PLC SPONS ADR	790 00	44,183	43,553
ILLINOIS TOOL WORKS INC	1,822 00	96,789	153,194
IMPERIAL TOBACCO PLC ADR	420 00	29,395	32,668
ISHARES CORE S&P MID-CAP ETF	11,013 00	847,058	1,473,650
ISHARES RUSSELL MIDCAP INDEX FUND	3,648 00	290,094	547,127
JOHNSON & JOHNSON	1,658 00	102,467	151,856
JPM LARGE CAP GROWTH FD - SEL FUND 3118	42,253 88	875,000	1,342,828
JPM SMALL CAP GROWTH FD - INSTL FUND 3907	20,284 53	160,000	317,453
KIRIN HOLDINGS COMPANY LTD SPONS ADR	2,290 00	36,562	32,976
LUKOIL OAO SPONS ADR	880 00	54,647	55,546
MANNING & NAPIER EQUITY SERI	24,329 45	455,000	478,804
MANULIFE FINANCIAL CORP ISIN CA56501R1064 SEDOL 617	2,320 00	36,944	45,774
MATTHEWS PACIFIC TIGER FD-IS	23,747 01	425,000	592,963
MC DONALDS CORP	1,572 00	125,241	152,531
MTN GROUP LTD SPONS ADR	2,050 00	41,016	43,050
MUENCHENER RUECKVERSICHERUNGS - GESELLSCHAFT	1,895 00	34,565	42,141
NESTLE S A SPONS ADR REPSTG REG SH	820 00	57,225	60,344
NEXTERA ENERGY INC	1,807 00	96,989	154,715

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NIPPON TEL & TEL CORP ADR	1,790 00	47,316	48,402
NOVARTIS A G ADR	690 00	47,575	55,462
OSTERWEIS FUND	12,624 79	275,000	437,323
PEPSICO INC	1,774 00	116,817	147,136
PNC FINANCIAL SERVICES 6 3/4% DEC 31 2049 DTD 07/27/20	230,000 00	245,813	239,941
PROCTER & GAMBLE CO	1,749 00	113,336	142,386
RECKITT BENCKISER GROUP PLC SPONSORED ADR	2,580 00	34,826	41,512
RIOCAN REAL ESTATE INVESTMENT TRUST	625 00	14,536	14,551
ROCHE HOLDINGS LTD SPONS ADR	565 00	31,451	39,663
ROYAL DUTCH SHELL PLC ADR	325 00	21,781	24,411
SANOFI	700 00	32,591	37,541
SIEMENS A G SPONS ADR	360 00	37,951	49,864
SINGAPORE TELECOMMUNICATIONS LTD ADR	1,200 00	34,572	34,920
SMITHS GROUP PLC SPONSORED ADR	1,420 00	27,963	35,784
SPDR S&P 500 ETF TRUST	1,500 00	241,962	277,035
STAPLES INC	10,453 00	123,448	166,098
STATOIL ASA SPONS ADR	1,200 00	28,614	28,956
TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD SPO	670 00	11,868	11,685
TARGET CORP	2,112 00	134,808	133,626
TELEKOMUNIKASI IND SPONS ADR	560 00	23,300	20,076
TESCO PLC SPONS ADR	1,230 00	20,696	20,713
THE TRAVELERS COMPANIES INC	1,778 00	117,072	160,980
TIMESQUARE MID CAP GROW-PRM	7,712 87	80,000	140,606
TOTAL SA SPONS ADR	805 00	41,896	49,322
UNILEVER N V	1,260 00	49,600	50,690
UNITED OVERSEAS BANK LTD SPONS ADR	1,010 00	32,104	33,956
UNITED PARCEL SERVICE INC CL B	1,451 00	132,551	152,471
US DOLLAR	44,362 02	44,362	44,362
VANGUARD FTSE EMERGING MARKETS ETF	21,441 00	923,980	882,083
VODAFONE GROUP PLC SPONS ADR	1,540 00	41,096	60,537
XILINX CORP	2,773 00	96,122	127,336
ZURICH INSURANCE GROUP-ADR	1,590 00	44,015	46,380
		12,024,558	15,533,392

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END OF YEAR

Line 13- Other Investments

BLACKSTONE COMMERCIAL REAL ESTATE DEBT CLASS A (1,500,000	1,026,477	894,066
DOUBLELINE TOTAL RET BD-I	100,103	1,125,000	1,079,109
DREYFUS EMG MKT DEBT LOC C-I	35,330	480,137	490,030
EATON VANCE FLOATING RATE-I	114,857	998,508	1,055,534
GOLDMAN SACHS TR STRG INCM INST	61,699	650,000	657,713
HARBOR HIGH YIELD BOND-INST	37,559	400,000	406,009
INV BALANCED-RISK ALLOC-Y	70,304	900,000	835,919
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	31,000	995,883	997,890
J P MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD INC	623	500,000	653,038
JPM HIGH YIELD FD - SEL FUND 3580 4 95%	120,984	949,359	965,454
JPM HIGH YIELD FD - SEL FUND 3580 4 95%	149,559	1,145,458	1,193,484
JPM SHORT DURATION BOND FD - SEL FUND 3133 0 52%	98,623	1,066,006	1,073,999
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 1 72%	89,735	1,075,000	1,066,948
JPM US REAL ESTATE INCOME AND GROWTH FINANCE CO	2,098,029	1,500,000	1,810,977
PIMCO LOW DURATION FUND-INST	96,525	1,000,000	997,104
PIMCO TOTAL RETURN FUND-INST	171,034	1,776,932	1,828,357
PIMCO UNCONSTRAINED BOND-P	51,971	600,000	576,363
SOUTHERN CAL EDISON 6 1/4% DEC 31 2049 DTD 01/17/201.	250,000	257,465	258,788
VANGUARD INTM TRM INV G-INV	41,885	390,790	405,031
WACHOVIA CAPITAL TRUST III VAR RATE MAR 31 2049 DTD	250,000	229,375	229,985
ACCRUED INCOME		-	47,882
		<u>17,066,390</u>	<u>17,523,678</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DIFFERENCE IN FMV TO COST	429,026.
RETURN OF CAPITAL REPORTED IN PRIOR YEAR	69,829.
TOTAL	<u>498,855.</u>

KESSLER FAMILY FOUNDATION

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER - ALLOWANCES
HOWARD J. KESSLER 120 CASA BENDITA PALM BEACH, FL 33480-3602	TRUSTEE	0	0	0
PATRICIA M. KESSLER 120 CASA BENDITA PALM BEACH, FL 33480-3602	TRUSTEE	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JP MORGAN 270 PARK AVENUE, 28TH FLOOR NEW YORK, NY INVESTMENT MANAGEMENT		60,812.
TOTAL COMPENSATION		<u>60,812.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HOWARD J. KESSLER
PATRICIA M. KESSLER

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211 Palm Beach/Treasure Coast	5,000
Achilles International	10,000
Aids Action Committee of Mass	5,000
APDA	150
ASPCA	2,500
AVDA	4,000
Beth Israel Deaconess	1,000
Boca Raton Regional Hosp	50,000
Broward Community Center	1,000
Cape Cod Healthcare Fdn	5,000
Cohen Hillel Academy	5,000
Community Coalition	2,000
Community Foundation of Palm Beach	5,000
Cystic Fibrosis Fdn	5,000
Dana Farber Cancer Institute	3,000
Emily Schwartz Scholarship Fund	2,500
FAPE	20,000
Florence Fuller Child Dev Center	5,000
Friends of Fisher House	2,000
Glade Academy Foundation	6,000
Heritage Museum	2,500
HMS Opportunity Fund for Global Health	10,000
Hope Center of Medicine	500
HSUS	5,000
International Society of Palm Beach	5,000
JDRF	500
Jewish Alliance of RI	1,000
Laguna Beach Scholarship Fund	1,000
LaSalle Univ	20,000
Mass Eye and Ear Infirmary	5,000
Milton Academy	2,500
MS Society	1,000
Navy League	5,000
OxBridge Academy	9,500
Paley Foundation	2,500
Palm Beach Atlantic Univ	1,000
Palm Beach Flappers	5,000
Palm Beach Island Cats	1,500
Palm Beach Police Foundation	1,000
Palm Beach United Way	1,000
Palm Beach Zoo	9,000
PBCC Foundation	1,000
Peggy Adams Humane Society	15,800
Preservation Fund of Palm Beach	2,400
Royal Ponciana Chapel	1,000
Ryan Licht Bipolar Fdn	5,000
Society of the Four Arts	1,300
Susan G Komen for the Cure	11,000
The Lords Place	5,000
Three Bays Preservation	2,000
Trinity Boston Foundation	6,334
Total	279,484