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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

ROBERT & MYRA KRAFT FAMILY FOUNDATION, INC.

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

ONE PATRIOT PLACE

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

FOXBOROUGH, MA 02035

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 87,661,797.

J Accounting method

☐ Cash☐ Accrual☒ Other (specify) MODIFIED CASH

(Part I, column (d) must be on cash basis)

A Employer identification number

04-6050716

B Telephone number (see instructions)

(508) 698-4618

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue

Operating and Administrative Expenses

1 Contributions, gifts, grants, etc., received (attach schedule).
2 Check ☐ if the foundation is not required to
attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 4,618,281.

7 Capital gain net income (from Part IV, line 2)

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)

11 Other income (attach schedule) ATCH 2

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule) *

17 Interest ATCH 4

18 Taxes (attach schedule) (see instructions) ATCH 5

19 Depreciation, (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 6

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

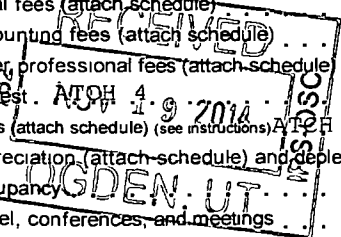
27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

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		13,539,245.	7,215,763.	7,215,763.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 340,484.				
		Less allowance for doubtful accounts ▶	90,859.	340,484.	340,484.	
	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) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule),				
	b	Investments - corporate stock (attach schedule)	50,000.	50,000.	50,000.	
	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 7	55,028,863.	63,593,346.	80,055,550.		
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)	68,708,967.	71,199,593.	87,661,797.		
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	68,708,967.	71,199,593.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☐ 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)	68,708,967.	71,199,593.		
	31	Total liabilities and net assets/fund balances (see instructions)	68,708,967.	71,199,593.		

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	68,708,967.
2	Enter amount from Part I, line 27a	2	2,488,699.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	1,927.
4	Add lines 1, 2, and 3	4	71,199,593.
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	71,199,593.

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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

2,844,594.

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	2,804,890.	60,468,972.	0.046386
2011	4,071,204.	44,772,757.	0.090930
2010	4,326,499.	42,338,803.	0.102188
2009	3,716,604.	35,683,187.	0.104156
2008	3,191,378.	42,234,055.	0.075564

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

0.419224

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**

0.083845

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4**

79,292,251.

5 Multiply line 4 by line 3**5**

6,648,259.

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

37,118.

7 Add lines 5 and 6**7**

6,685,377.

8 Enter qualifying distributions from Part XII, line 4**8**

6,074,017.

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	74,235.
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	74,235.
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	74,235.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	61,876.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	121,876.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	624.
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	47,017.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 47,017. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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 ☐ N/A				
14	The books are in care of ☐ MICHAEL JOYCE Telephone no ☐ 508-698-4618			
Located at ☐ ONE PATRIOT PLACE FOXBOROUGH, MA ZIP+4 ☐ 02035				
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 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No
				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 ☐	1b	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 2013? ☐	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? ☐ Yes ☒ No If "Yes," list the years ☐		
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.) ☐	2b	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 ☐		
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 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.) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ☐	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 ☒ Nob 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 ☒ Nob 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 ☒ Nob 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 9		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		0	0	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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	73,267,651.
b	Average of monthly cash balances	1b	7,232,096.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	80,499,747.
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	80,499,747.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,207,496.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,292,251.
6	Minimum investment return. Enter 5% of line 5	6	3,964,613.

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	3,964,613.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	74,235.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	1,937.
c	Add lines 2a and 2b	2c	76,172.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,888,441.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,888,441.
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	3,888,441.

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	6,074,017.
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	6,074,017.
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	6,074,017.

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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Page **9****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				3,888,441.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,119,169.			
b From 2009	1,960,437.			
c From 2010	2,230,735.			
d From 2011	1,863,902.			
e From 2012				
f Total of lines 3a through e	7,174,243.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>6,074,017.</u>				
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				3,888,441.
e Remaining amount distributed out of corpus	2,185,576.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,359,819.			
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				
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)	1,119,169.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,240,650.			
10 Analysis of line 9				
a Excess from 2009	1,960,437.			
b Excess from 2010	2,230,735.			
c Excess from 2011	1,863,902.			
d Excess from 2012				
e Excess from 2013	2,185,576.			

Form **990-PF** (2013)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form 990-PF (2013)

Enter gross amounts unless otherwise indicated

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

NOT APPLICABLE

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

- | | | | |
|---|-------|-----|----|
| <p>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?</p> | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> | | | |
| <p>(1) Cash</p> | 1a(1) | | X |
| <p>(2) Other assets</p> | 1a(2) | | X |
| <p>b Other transactions</p> | | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | | X |
| <p>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</p> | | | |

[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

[illegible]

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 11/13/14 Title Pres

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

Paid Preparer Use Only	Print/Type preparer's name Jennifer D. Rhoderick		Preparer's signature <i>Jennifer D. Rhoderick</i>		Date 11/07/14	Check ☐ if self-employed	PTIN P00395735	
	Firm's name ▶ ERNST & YOUNG U.S. LLP					Firm's EIN ▶ 34-6565596		
	Firm's address ▶ 111 MONUMENT CIRCLE, STE 4000 INDIANAPOLIS, IN 46204					Phone no 317-681-7000		

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

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

ROBERT & MYRA KRAFT FAMILY FOUNDATION, INC.

Employer identification number

04-6050716

Organization type (check one)**Filers of:**

Form 990 or 990-EZ

Section:☐ 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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ROBERT & MYRA KRAFT FAMILY FOUNDATION, INC.**Employer identification number
04-6050716**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT KRAFT ONE PATRIOT PLACE FOXBOROUGH, MA 02035	\$ 5,041,114.	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 ROBERT & MYRA KRAFT FAMILY FOUNDATION, INC.

Employer identification number

04-6050716

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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization **ROBERT & MYRA KRAFT FAMILY FOUNDATION, INC.**

Employer identification number

04-6050716

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information once. See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----

Robert & Myra Kraft Family Foundation Inc
December 31, 2013
Schedule D Summary

Deal Name	ST Gain(Loss)	LT Gain(Loss)	1231 Gain(Loss)
Apollo Investment Fund VI LP	-1.00	-29,352.00	0.00
AIF VI NCL (AIV III), LP	0	22,049.00	0.00
Apollo Investment Fund VI, LP (Euro Holding LP)	0.00	156,443.00	0.00
Audax Mezzanine Fund II LP	0.00	-17,950.00	0.00
Audax Mezzanine Fund LP	0.00	-16,375.00	0.00
Audax Private Equity Fund II	0.00	-8,234.00	0.00
Bain Capital Fund IX, LP	0.00	201,297.00	0.00
Bain Capital (OSI) IX, LP	0.00	13,486.00	0.00
Sunflower Holdings (Cayman) L.P. - Bain Capital Fund IX, LP	153.00	820.00	0.00
Bain Capital Fund VIII, LP	0.00	129,713.00	0.00
Bain Capital Fund VIII, LP (AIV III)	0.00	-3.00	0.00
Bain Capital Fund X, LP	0.00	27,899.00	0.00
Bain Capital Venture Fund 2007, LP	-3,120.00	-72,376.00	0.00
Baupost Value Partners III LP	104,274.00	312,966.00	18,579.00
Beacon Capital Strategic Partners IV, LP	0.00	0.00	0.00
Brookside Cayman LTD	0.00	0.00	0.00
Canyon Value Realization Fund (Cayman) LTD	0.00	0.00	0.00
Centerbridge Capital Partners, LP	0.00	95,788.00	0.00
Centerbridge Capital Partners, LP (AIV II)	0.00	0.00	0.00
Centerbridge Capital Partners (Cayman), LP	0.00	42,868.00	0.00
Centerbridge Capital Partners, LP Debt Acquisition	0.00	572.00	0.00
Centerbridge Capital Partners, LP (AIV V)	21.00	424.00	0.00
Centerbridge Capital Partners, LP (AIV VI-A)	0.00	4,711.00	0.00
Crestview Partners (Cayman), LP	0.00	14,704.00	0.00
Denham Commodity Partners Fund IV LP (1/4) Soward Commodity Partners Fund IV, LP)	0.00	72,623.00	0.00
Greenhill Capital Partners (Cayman) II LP	-46.00	44,937.00	-2.00
Harvest MLP Income Fund III LLC	-200.00	-215.00	0.00
Highfields Capital LP	1,357.00	119,244.00	0.00
Highland Entrepreneurs Fund VII, LP	2,972.00	24,153.00	0.00
Hildene TARP Opportunities Fund, LLC	2,494.00	0.00	0.00
IQO Investments, L.P. (Series II)	0.00	1,853.00	-4.00
JNV Overseas LTD	0.00	0.00	0.00
Lexington Capital Partners V LTD	0.00	0.00	0.00
MSG Overseas LTD	0.00	0.00	0.00
Newport Feeder Fund LP	0.00	-14,996.00	-838.00
Northbridge Growth Equity I	-1,833.00	-4,052.00	0.00
NBGE AIV I (RC), LP	0.00	106,098.00	0.00
Northgate Private Equity Partners, LP	0.00	55,269.00	-15.00
Northgate Venture Partners II, LP	1,257.00	45,970.00	9.00
Northgate Venture Partners III, LP	-7,898.00	97,433.00	0.00
Oz Overseas Fund II, LTD	0.00	0.00	0.00
Park Street Capital Natural Resources Fund II, LP	-10.00	6,366.00	2,472.00
Park Street Capital Natural Resources Fund II, LP (AIV II)	0.00	1,358.00	0.00
Park Street Capital Natural Resources Fund II, LP (AIV)	0.00	-1,811.00	5,492.00
PIMCO Total Return Institutional Bond Fund	0.00	0.00	0.00
Pimco Unconstrained Bond	0.00	0.00	0.00
Proto Labs	0.00	0.00	0.00
Providence Equity Operating Partners VI LP	0.00	2,140.00	774.00
Tudor BVI Global Fund LTD	0.00	0.00	0.00
Vanguard EM Index Fund	0.00	0.00	0.00
Vanguard High Dividend Yield ETF	0.00	0.00	0.00
Vanguard ST Bond Fund	0.00	0.00	0.00
Vestar Executives V LP	0.00	-25,706.00	0.00
Vinik Offshore Fund LTD (MSG)	0.00	0.00	0.00
24,300 shares - Vanguard High Yield Dividend	0.00	520,115.00	0.00
1,904 shares of Proto Labs, Inc.	0.00	71,979.00	0.00
656 shares of Proto Labs, Inc.	0.00	25,650.00	0.00
1,829 shares of Proto Labs, Inc.	0.00	80,203.00	0.00
1,837 shares of Proto Labs, Inc.	0.00	95,575.00	0.00
57.11 shares of Vanguard Emerging Market S&P Indx	0.00	-40.00	0.00
219 shares of QIHOO 360 Technologies, Co. Ltd	0.00	5,411.00	0.00
219 shares of QIHOO 360 Technologies, Co. Ltd	0.00	6,576.00	0.00
IVA Int'l	0.00	60,771.00	0.00
Vanguard ST Bond	0.00	10,450.00	0.00
Pimco Unconstrained Bond	0.00	2,064.00	0.00
Brookside Cayman LTD - Distribution in excess of basis	0.00	106,057.00	0.00
Bain Capital Fund X, LP (SS 2008 X) - Distribution in excess of basis	0.00	545.00	0.00
Canyon Value Realization Fund (Cayman) LTD - Distribution in excess of basis	0.00	15,875.00	0.00
Centerbridge Capital Partners, LP (AIV II) - Distribution in excess of basis	0.00	39,306.00	0.00
Centerbridge Capital Partners, LP (AIV III) - Distribution in excess of basis	0.00	103,014.00	0.00
Lexington Capital V - Distribution in excess of basis	0.00	83,454.00	0.00
Oz Overseas Fund II, LTD - Distribution in excess of basis	0.00	43,029.00	0.00
Spondrift (Bermuda) Investors LP - Distribution in excess of basis	0.00	9,907.00	0.00
Tudor BVI - Distribution in excess of basis	0.00	20,591.00	0.00
Vinik Offshore Fund LTD (JNV)	4,995.00	0.00	0.00
Vinik Offshore Fund LTD (MSG)	3,066.00	0.00	0.00
Grand Total(a)	107,481.00	2,710,646.00	26,467.00

Total. 2,844,594.00

Robert & Myra Kraft Family Foundation
12/31/2013
04-6050716

Form 990PF, Part I - Dividends and Interest from Securities

Description	Revenue & Expenses Per Books	Net Investment Income
Apollo Investment Fund VI, LP	1,790	1,790
Apollo Investment Fund VI, LP (Euro Holding LP)	222	222
Audax Mezzanine Fund II LP	9,473	9,473
Audax Mezzanine Fund LP	3,080	3,080
Audax Private Equity Fund II	3,954	3,954
Bain Capital Fund IX, LP	45,240	45,240
Bain Capital Fund VIII, L P	40,413	40,413
Bain Capital Fund X, LP	7,582	7,582
Bain Capital Fund X, LP IMC	212	212
Bain Capital Venture Fund 2007, LP	18,181	18,181
Baupost Value Partners III LP	29,568	29,568
Beacon Capital Strategic Partners IV, LP	705	705
Centerbridge Capital Partners, LP	2,071	2,071
Centerbridge Capital Partners, LP AIV I LP	772	772
Centerbridge Capital Partners, LP AIV V LP	6,735	6,735
Centerbridge Capital Partners AIV VI-A, L P	4,216	4,216
Centerbridge Capital Partners, LP Debt Acquisition	1,659	1,659
Crestview Partners (Cayman), LP	23,702	23,702
Denham Commodity Partners Fund IV LP	10,980	10,980
Dodge and Cox International Stock Fund	100,349	100,349
Greenhill Capital Partners (Cayman) II LP	214	214
Harvest MLP Income Fund II LLC	1,359	1,359
Highfields Capital IV LP	24,742	24,742
Highland Entrepreneurs Fund VII, L P	167	167
Hildene TARP Opportunities Fund, LLC	14,837	14,837
ICQ Investments II, Red Ventures	49	49
ICAP Select Equity Fund	15,655	15,655
IVA International	93,024	93,024
Market Vectors ETF TR Gold Miners	3,979	3,979
Newport Feeder Fund LP	3,224	3,224
Northgate Private Equity Partners, LP	5,117	5,117
Northgate Venture Partners II, LP	708	708
Northgate Venture Partners III, LP	3,079	3,079
Operations	392	392
Park Street Capital Natural Resources Fund II, LP	887	887
Park Street Capital Natural Resources Fund II, LP AIV	1,453	1,453
Park Street Capital Natural Resources Fund II, LP AIV II	108	108
PIMCO Unconstrained Bond	30,225	30,225
Providence Equity Operating Partners VI LP	1,469	1,469
Vanguard EM Index Fund	108,465	108,465
Vanguard High Dividend Yield ETF	267,084	267,084
Vanguard Short-term Bond	44,260	44,260
Vestar Executives V, LP	842	842
TOTAL	932,243	932,243

Robert & Myra Kraft Family Foundation
12/31/2013
04-6050716

Form 990PF, Part I - Other Income

Description	Revenue & Expenses Per Books	Net Investment Income
Apollo Investment Fund VI, LP	115,698	115,698
Apollo Investment Fund VI, LP (Euro Holding LP)	12,495	12,495
Audax Mezzanine Fund II LP	(2)	(2)
Audax Private Equity Fund II	216	216
Bain Capital Fund X, LP	99	99
Bain Capital Ventures Fund 2007, LP	2,390	2,390
Baupost Value Partners III LP	(13,436)	(26,181)
Centerbridge Capital Partners, LP	(1,159)	(1,159)
Crestview Partners (Cayman), LP	28	28
Denham Commodity Partners Fund IV LP	2,486	2,486
Greenhill Capital Partners (Cayman) II LP	12,420	6,633
Harvest MLP Income Fund II LLC	152,568	152,570
Highfields Capital IV LP	(41,160)	(41,160)
Highland Entrepreneurs Fund VII, L P	(21)	209
ICQ Investments II - Red Ventures	41,565	41,565
Newport Feeder Fund LP	9,896	2,871
Northgate Private Equity Partners, LP	2,747	1,522
Northgate Venture Partners II, LP	128	484
Northgate Venture Partners III, LP	(208)	(20)
Park Street Capital Natural Resources Fund II, LP	3,377	4,494
Park Street Capital Natural Resources Fund II, LP AIV	479	347
Providence Equity Operating Partners VI LP	3,898	3,419
TOTAL	304,504	279,004

Attachment 2

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
AUDAX MEZZANINE FUND LP	871.	871.
AUDAX MEZZANINE FUND II LP	2,400.	2,400.
AUDAX PRIVATE EQUITY FUND II	29.	29.
GREENHILL CAPITAL PARTNERS	1,364.	1,364.
BAUPOST VALUE PARTNERS III	64,743.	64,743.
NEWPORT FEEDER FUND LP	8,688.	8,688.
PARK STREET CAPITAL	2,079.	2,079.
PARK STREET CAPITAL AIV	286.	286.
PARK STREET CAPITAL AIV II	135.	135.
NORTH BRIDGE GROWTH EQUITY	19,330.	19,330.
BEACON CAPITAL STRATEGIC V	2.	2.
PROVIDENCE EQUITY	581.	581.
HIGHLAND ENTREPRENEURS' FUND	14,456.	14,456.
CENTERBRIDGE CAPITAL PARTNERS	6,823.	6,823.
DOVER STREET VI CAYMAN	12,456.	12,456.
DOVER STREET VII CAYMAN	12,500.	12,500.
BROOKSIDE CAYMAN LTD	2,096.	2,096.
ICQ INVESTMENT LP	3,750.	3,750.
CONVEXITY CAPITAL OFFSHORE LP	57,242.	57,242.
CRESTVIEW PARTNERS (CAYMAN) LP	4,369.	4,369.
HILDENE OPPORTUNITIES OFFSHORE	23,565.	23,565.
LONE SAVIN, LTD	685.	685.
TOTALS	<u>238,450.</u>	<u>238,450.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BAUPOST VALUE PARTNERS III	1,176.	1,176.
CENTERBRIDGE CAPITAL PARTNERS	111.	111.
PROVIDENCE EQUITY OPERATING	1.	1.
HIGHFIELDS CAPITAL IV LP	15,051.	15,051.
NORTHGATE PRIVATE EQUITY	8.	8.
NORTHGATE VENTURE PARTNERS II	204.	204.
NORTHGATE VENTURE PARTNERS III	49.	49.
CRESTVIEW PARTNERS (CAYMAN) LP	129.	129.
PARK STREET CAPITAL NAT RE	8.	8.
HARVEST MLP INCOME FUND II	4.	4.
APOLLO INVESTMENT FUND VI LP	1.	1.
AUDAX PRIVATE EQUITY FUND II	2.	2.
TOTALS	<u>16,744.</u>	<u>16,744.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE TAXES	1,000.	1,000.
FOREIGN TAXES	34,692.	34,692.
FEDERAL TAXES	208,000.	
TOTALS	<u>243,692.</u>	<u>35,692.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
APOLLO INVESTMENT FUND	2,074.	2,074.
APPOLLO INVESTMENT FUND VI	54.	54.
AUDAX MEZZANINE FUND LP	23.	23.
AUDAX PRIVATE EQUITY FUND II	236.	233.
AXIOM INTERNATIONAL FUND II		
BAIN CAPITAL FUND IX, LP	18,011.	18,011.
BAIN CAPITAL FUND VIII, LP	11,742.	11,742.
BAIN CAPITAL FUND X, LP IMC	23.	23.
BAIN CAPITAL FUND X, LP	15,754.	15,754.
BAIN CAPITAL VENTURE FUND 2007	22,437.	22,399.
BAUPOST VALUE PARTNERS III LP	-53,967.	-53,991.
BEACON CAPITAL STRATEGIC IV	15.	15.
BEACON CAPITAL STRATEGIC V	2.	2.
BROOKSIDE CAYMAN LTD	-1,980.	-1,980.
CENTERBRIDGE CAPITAL PARTNERS	6,926.	6,926.
CENTERBRIDGE CAPITAL DEBT ACQ		
CENTERBRIDGE CAPITAL AIV I	149.	149.
CENTERBRIDGE CAPITAL AIV V	1,141.	1,140.
CRESTVIEW PARTNERS (CAYMAN)	491.	491.
DENHAM COMMODITY PARTNERS	12,581.	12,553.
GREENHILL CAPITAL (CAYMAN) II	2,851.	2,819.
HARVEST MLP INCOME FUND II	15,206.	15,206.
HIGHLAND ENTREPRENEUR FUND VII	2,808.	2,791.
HIGHLAND CAPITAL IV		
ICQ INVESTMENTS II	32,714.	32,714.
NEWPORT FEEDER FUND LP	12,392.	4,475.
NORTHBRIDGE GROWTH EQUITY I	277.	277.
NORTHGATE PRIVATE EQUITY	6,175.	6,163.
NORTHGATE VENTURE PARTNERS II	12,675.	12,670.
NOTHGATE VENTURE PARTNERS III	26,646.	26,645.
OPERATIONS	88.	88.
PARK STREET CAPITAL LP	3,949.	3,946.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARK STREET CAPITAL AIV II	337.	337.
PARK STREET CAPITAL AIV	782.	782.
PROVIDENCE EQUITY OPERATING	5,924.	5,563.
VANGUARD EM INDEX FUND	1,667.	1,667.
VESTAR EXECUTIVES V	1,755.	1,755.
AUDAX MEZZANINE FUND II	98.	95.
DOVER STREET VI CAYMAN	-12,456.	-12,456.
DOVER STREET VII CAYMAN	-12,500.	-12,500.
CENTERBRIDGE CAPITAL (CAYMAN)	100.	100.
CENTERBRIDGE PARTNERS AIV VI-A	5.	5.
HIGHFIELDS CAPITAL IV LP	114.	114.
HILDENE TARP OPPORTUNITIES	-17,764.	-17,764.
CONVEXITY CAPITAL OFFSHORE LP	-57,242.	-57,242.
LONE SAVIN	-685.	-685.
TOTALS	<u>61,628.</u>	<u>53,183.</u>

Robert and Myra Kraft Family Foundation, Inc.
December 31, 2013
Form 990 PF - Part II Investment Detail

04-6050716

Line 10b - Investments - Corporate Stock

Investment	12/31/2012 Book Value	12/31/2013 Book Value	12/31/2013 Fair Market Value
Teachlink Inc	50,000	50,000	50,000
Total	50,000	50,000	50,000

Line 13 - Investments - Other

Investment	12/31/2012 Book Value	12/31/2013 Book Value	12/31/2013 Fair Market Value
Acetylon Pharmaceuticals	636,865.75	636,865.75	886,858.25
Apollo Investment Fund VI LP	773,899.74	613,401.74	885,398.00
ARCM US Feeder Fund II Ltd	0.00	120,000.00	121,804.08
Audax Mezzanine Fund II LP	176,256.30	73,739.39	88,875.00
Audax Mezzanine Fund LP	94,795.96	57,457.65	20,908.00
Audax Private Equity Fund II	111,922.21	83,177.10	170,132.00
Axiom International Fund II	0.00	0.00	0.00
Bain Capital Fund IX, LP	823,652.00	619,154.00	649,443.00
Bain Capital Fund VIII, LP	478,400.00	430,767.00	518,595.00
Bain Capital Fund X, LP	702,289.00	732,924.00	915,350.00
Bain Capital Venture Fund 2007, LP	641,119.00	414,890.00	987,584.00
Baupost Value Partners III LP	4,668,053.00	4,280,472.00	4,808,069.86
Beacon Capital Strategic Partners IV, LP	684,936.13	584,298.97	305,814.00
Beacon Capital Strategic Partners V, LP	757,966.51	700,687.28	297,147.00
Brookside Cayman LTD	0.00	0.00	90,866.00
Canyon Value Realization Fund (Cayman) LTD	0.00	0.00	0.00
Centerbridge Capital Partners, LP	712,283.08	573,501.08	791,863.00
Convexity Capital Offshore, LP	2,005,508.70	2,005,508.70	4,418,262.16
Crestview Partners (Cayman), LP	410,707.00	352,333.00	475,448.00
Davidson Kempner International LTD	971,444.00	971,444.00	2,217,021.77
Denham Commodity Partners Fund IV LP (f/k/a Sowood Commodity Partners Fund IV, LP)	692,823.00	686,681.00	802,455.87
DF Dent Premier Growth Fund	761,395.97	761,395.97	1,851,145.71
Dodge and Cox International Stock Fund	4,005,364.95	4,657,206.94	5,768,242.82
Dover Street VI Cayman Fund LP	573,144.00	354,604.00	741,542.00
Dover Street VII Cayman Fund LP	591,413.00	501,029.00	771,389.00
Falcon Edge Global, L.P.	0.00	2,000,000.00	2,549,907.60
Foundation Offshore Fund, Ltd	1,000,000.00	1,000,000.00	1,301,165.98
Glory Investments B Ltd	36,122.00	36,122.00	42,126.00
Greenhill Capital Partners (Cayman) II LP	218,726.00	177,180.00	185,310.00
Harvest MLP Income Fund II LLC	499,861.00	638,163.00	664,428.67
Hengistbury Fund LP	0.00	1,000,000.00	1,055,409.00
Highfields Capital IV LP	1,191,061.00	1,093,406.00	1,331,457.00
Highland Entrepreneurs Fund VII, LP	348,499.14	300,397.48	409,283.90
Hildene Opportunities Offshore Fund, L.P.	1,000,000.00	1,000,000.00	1,427,857.87
Hildene TARP Opportunities LP	0.00	1,011,530.00	1,122,854.69
ICAP Select Equity Fund	940,011.80	955,666.46	1,252,240.90
ICQ Investments II - Red Ventures	250,000.00	241,939.36	315,786.36
Indaba Capital Partners	0.00	1,000,000.00	1,118,288.02
IVA International	2,330,028.52	3,032,951.46	3,411,460.13
JNV Overseas LTD	0.00	0.00	0.00
Kensico Offshore Fund II LTD	1,000,000.00	1,000,000.00	1,509,916.69
Lexington Capital Partners V LTD	0.00	0.00	176,283.00

Lone Savin LTD	0.00	1,000,000.00	1,000,000.00
Market Vectors ETF	0.00	500,003.06	362,485.15
Newport Feeder Fund LP	586,065.91	479,868.25	981,374.00
Northbridge Growth Equity I	738,412.80	682,104.16	822,950.00
Northgate Private Equity Partners, LP	157,018.77	129,123.10	216,399.00
Northgate Venture Partners II, LP	398,176.60	306,108.64	422,063.00
Northgate Venture Partners III, LP	667,472.08	670,393.76	985,466.00
Oz Overseas Fund II, LTD	0.00	0.00	39,916.51
Park Street Capital Natural Resources Fund II, LP	294,304.46	239,766.46	296,541.00
PIMCO Total Return Institutional Bond Fund	0.00	19,889.00	0.00
Pimco Unconstrained Bond	2,715,660.05	2,715,658.19	2,580,689.76
Prospect Harbor Credit Partners	42,886.70	14,596.40	39,221.97
Providence Equity Operating Partners VI LP	820,447.00	749,744.00	911,135.00
PS Institutional Offshore	0.00	750,000.00	788,761.37
RA Capital Healthcare Fund, L.P.	0.00	1,000,000.00	1,601,084.98
Solus Recovery Fund II Offshore LP	250,000.00	800,000.00	849,417.00
Soroban Fund LTD	1,000,000.00	1,000,000.00	1,500,011.21
Sowood Alpha Fund, LTD	58,219.80	58,219.80	4,281.84
Spindrift (Bermuda) Investors LP	4,215.03	0.00	67,071.28
Steel Parters Japan Strategic Offshore Fund, LTD	255,199.15	245,332.15	28,181.78
TBC Offshore LTD	0.00	1,000,000.00	1,000,000.00
Teachlink Inc	50,000.00	50,000.00	50,000.00
Tiger Global Long Opportunities LTD	0.00	1,200,000.00	1,300,857.29
Tiger Ratan Capital Fund LP	0.00	1,000,000.00	1,166,884.89
Tudor BVI Global Fund LTD	0.00	0.00	47,802.00
Vanguard EM Index Fund	3,234,679.23	3,829,303.09	3,587,009.22
Vanguard High Dividend Yield ETF	7,097,024.89	6,120,534.27	8,462,931.36
Vanguard ST Bond Fund	3,672,694.15	3,728,182.25	3,669,403.47
Vestar Executives V LP	683,039.59	655,624.59	865,620.00
Vinik Offshore Fund LTD (JNV)	1,819,960.24	0.00	0.42
Vinik Offshore Fund LTD (MSG)	444,837.92	0.00	0.04
Total	55,028,863	63,593,346	80,055,550

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT FOR INVESTMENT	1,927.
TOTAL	<u>1,927.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT K. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	PRESIDENT TREASURER & DIRECTOR < 10.00	0	0	0
JOSHUA M. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	CLERK & DIRECTOR < 10.00	0	0	0
JONATHAN A. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	ASSISTANT CLERK & DIRECTOR < 10.00	0	0	0
DANIEL A. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	ASSISTANT CLERK & DIRECTOR < 10.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT K. KRAFT
C/O KRAFT GROUP, ONE PATRIOT PLACE
FOXBOROUGH, MA 02035
508-698-4618

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

Name	City	State	Foundation Status	Purpose	Amount
Brandeis University	Waltham	MA	PC	Education	1 100,000
Combined Jewish Philanthropies	Boston	MA	PC	Care for people in need and advocate for Israel	1,128,000
Columbia College	New York	NY	PC	Education	350,000
WNET (Public Broadcasting in NYC)	New York	NY	PC	Support public broadcasting	350,000
Carnegie Hall	New York	NY	PC	Support the arts	300,000
The Apollo Theater Foundation	New York	NY	PC	Support the arts	250,000
Eton John Aids Foundation	New York	NY	PC	Aids Research	245,873
Boys and Girls Clubs of Boston	Boston	MA	PC	Provide emergency assistance	210,000
Belmont Hill School	Belmont	MA	PC	Education	202 500
United Way of Massachusetts Bay	Boston	MA	PC	Youth and family services	200 000
Williams College	Williamstown	MA	PC	Education	200,000
The Carnegie Hall Society	New York	NY	PC	Support the arts	108,400
The Rivers School	Weston	MA	PC	Fund capital improvements	105,000
Harvard Business School	Boston	MA	PC	Education	100,000
The Milken Institute	Santa Monica	CA	PC	To fund operations	100 000
Tufts University	Medford	MA	PC	Fund capital improvements	100 000
The Jerusalem Foundation	New York	NY	PC	Promote athletics	93 000
Beaver Country Day School	Chestnut Hill	MA	PC	Provide financial aid to students in need	65,000
Berkshire Hills Music Academy, Inc	South Hadley	MA	PC	Music instruction for special needs students	50 000
Columbia/Barnard Hillel	New York	NY	PC	Education and cultural awareness	50 000
NACDNE	Boston	MA	PC	Promote high professional standards	50,000
The Metropolitan Museum of Art	New York	NY	PC	Support the arts	50,000
The UCLA Foundation	Los Angeles	CA	PC	Neurosurgery research and education	50,000
University of Massachusetts Foundation	Boston	MA	PC	Education	50 000
World Jewish Congress, American Section	New York	NY	PC	To foster and develop the Jewish heritage	50,000
Friends of Israel Defense Forces	Beverly Hills	CA	PC	Promote education for young Jewish soldiers	35 000
Temple Emanuel	Newton	MA	PC	Religious	31,036
American Academy of Arts & Sciences	Cambridge	MA	PC	To promote scholarship, civil dialogue, and useful knowledge	25,300
Alvin Ailey American Dance Theater	New York	NY	PC	Support the arts	25,000
American Friends of Bet Hatfutsot	New York	NY	PC	To fund operations	25,000
American Israel Friendship League	New York	NY	PC	To strengthen ties between Americans and Israelis	25,000
Anti-Defamation League	New York	NY	PC	To secure justice and fair treatment to all peoples	25,000
Cody Can	Cody	WY	PC	Support anti-drug program	25,000
IPTF	Washington	DC	PC	To fund operations	25 000
Jewish Vocational Services	Boston	MA	PC	To provide career guidance	25 000
Lookingglass Theatre Company	Chicago	IL	PC	Support the arts	25 000
Middle East Media Research Institute	Washington	DC	PC	Translate and analyze the media in the middle east	25 000
The Foundation for Ethnic Understanding	New York	NY	PC	To improve Jewish and Muslim relations	25,000
UJA-Federation of New York	New York	NY	PC	Provide care for those in need	25,000
Jewish Book Council	New York	NY	PC	To promote Jewish books	22 333
Jewish Theological Seminary	New York	NY	PC	Education	20,000
The Global Medical Relief Fund	Staten Island	NY	PC	Aiding children who are missing or lost the use of their limbs	15,000
JFSPBC/MOL	Palm Beach	FL	PC	Education about the Holocaust	11,200
American Jewish Committee	Boston	MA	PC	Advocate for the well being of Jewish people	10,000
Jewish Family and Children's Services	Waltham	MA	PC	To fund operations	10,000
Robinson Cano Foundation	Armonk	NY	PC	To assist underserved children	10,000
Seed Global Health	Boston	MA	PC	Develop better healthcare in resource limited countries	10,000
Friends of Yemin Orde	Bethesda	MD	PC	Assist Homeless Children	10,000
United States Holocaust Memorial Museum	Washington	DC	PC	Education and cultural awareness	7,500
The Boston Jewish Film Festival Inc	West Newton	MA	PC	Support the arts	5,000
Jewish Federation of Palm Beach County	West Palm Beach	FL	PC	To fund operations	3,000
The Fessenden School	West Newton	MA	PC	Education	2,500
The Park School	Brookline	MA	PC	Education	2,500
Best Buddies Challenge	Boston	MA	-PC	Support of people with intellectual disabilities	1,000
Community Foundation of Jackson Hole	Jackson	WY	PC	Assist Chabad Jewish Center	1,000
Cotuit Center for the Arts	Cotuit	MA	PC	Support the arts	1,000
New York City Ballet, Inc	New York	NY	PC	Support the arts	1,000
Palm Beach Country Club Foundation	Palm Beach	FL	PC	Provide financial assistance to the needy	1,000
Palm Beach United Way	Palm Beach	FL	PC	Provide financial assistance to the needy	1,000
St Jude Children's Research Hospital	Memphis	TN	PC	Medical research	1 000
Synagogue Council of Massachusetts	Newton Centre	MA	PC	promote mutual understanding and nurture respect for Jewish diversity	1 000
The Chai Center	Brookline	MA	PC	Promote Jewish Culture	1,000
Palm Beach Synagogue	Palm Beach	FL	PC	Religious	750
First Night Worcester	Worcester	MA	PC	To fund operations	500
Congregation Kehillath Israel	Brookline	MA	PC	Religious	350
Tremont Temple Baptist Church	Boston	MA	PC	Religious	275
Total Contributions					6,074,017