Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ 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 , and ending

Name of foundation: EDWARD JOHN NOBLE FOUNDATION, INC.

A Employer identification number: 06-1055586

Number and street (or P O box number if mail is not delivered to street address): 143 WEST STREET | Room/suite: 206

B Telephone number: (203) 438-5690

City or town, state or province, country, and ZIP or foreign postal code: NEW MILFORD, CT 06776

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 109,266,517.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,597,426.	2,597,426.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,623,215.			
	b Gross sales price for all assets on line 6a 57,210,083.				
	7 Capital gain net income (from Part IV, line 2)		2,623,215.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	162,046.	162,046.		STATEMENT 1
	12 **Total** Add lines 1 through 11	5,382,687.	5,382,687.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	597,141.	167,251.		429,890.
	14 Other employee salaries and wages	182,210.	32,963.		149,247.
	15 Pension plans, employee benefits	246,237.	72,681.		173,556.
	16a Legal fees STMT 2	324,118.	28,313.		295,805.
	b Accounting fees STMT 3	95,350.	71,513.		23,837.
	c Other professional fees STMT 4	547,245.	460,616.		86,629.
	17 Interest				
	18 Taxes STMT 5	99,072.	11,299.		32,626.
	19 Depreciation and depletion	7,606.	1,237.		
	20 Occupancy	219,938.	13,333.		206,605.
	21 Travel, conferences, and meetings	24,629.	1,431.		23,198.
	22 Printing and publications				
	23 Other expenses STMT 6	104,026.	19,836.		84,190.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,447,572.	880,473.		1,505,583.
	25 Contributions, gifts, grants paid	5,289,692.			5,289,692.
	26 **Total expenses and disbursements** Add lines 24 and 25	7,737,264.	880,473.		6,795,275.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,354,577.			
	b **Net investment income** (if negative, enter -0-)		4,502,214.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	55,897.	27,093.	27,093.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	24,198.	22,853.	22,853.
10a Investments - U.S. and state government obligations STMT 10	14,487,208.	11,334,480.	11,176,758.
b Investments - corporate stock STMT 11	62,226,286.	69,304,761.	90,986,911.
c Investments - corporate bonds STMT 12	12,405,837.	6,232,306.	6,202,501.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 13	256,405.	505,073.	820,859.
14 Land, buildings, and equipment: basis ▶ 355,648.			
Less accumulated depreciation STMT 9 ▶ 327,106.	36,148.	28,542.	28,542.
15 Other assets (describe ▶ SECURITY DEPOSIT)	1,000.	1,000.	1,000.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	89,492,979.	87,456,108.	109,266,517.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] **and complete lines 24 through 26 and lines 30 and 31**			
24 Unrestricted	89,492,979.	87,456,108.	
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**	89,492,979.	87,456,108.	
31 **Total liabilities and net assets/fund balances**	89,492,979.	87,456,108.	

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	89,492,979.
2 Enter amount from Part I, line 27a	2	-2,354,577.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	317,706.
4 Add lines 1, 2, and 3	4	87,456,108.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	87,456,108.

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	PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
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	57,210,083.		54,586,868.	2,623,215.
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				2,623,215.
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	2,623,215.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation 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	6,242,691.	95,941,200.	.065068
2011	8,487,221.	102,152,986.	.083083
2010	11,385,167.	100,366,290.	.113436
2009	3,857,516.	93,162,343.	.041406
2008	9,869,291.	114,071,275.	.086519

2 **Total** of line 1, column (d)	2	.389512
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	.077902
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	101,500,883.
5 Multiply line 4 by line 3	5	7,907,122.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,022.
7 Add lines 5 and 6	7	7,952,144.
8 Enter qualifying distributions from Part XII, line 4	8	6,795,275.

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	90,044.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	90,044.
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	90,044.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 50,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 45,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	95,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	4,956.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	4,956. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,NY			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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) SEE STATEMENT 14	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 ▶ EDWARD JOHN NOBLE FOUNDATION Telephone no. ▶ (203) 438-5690
Located at ▶ 143 WEST STREET, SUITE 206, NEW MILFORD, CT ZIP+4 ▶ 06776

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)?	[X] 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 [X] 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)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 16	[X] 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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
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 [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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.

(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
SEE STATEMENT 15		597,141.	154,659.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY E. REYES 32 EAST 57 STREET, NEW YORK, NY 10022	OFFICE MGR 40.00	127,271.	36,782.	0.
LESLIE A. STODDART 14 SOPHIA DRIVE, RIDGEFIELD, CT 06877	ADMIN 30.00	54,939.	45,261.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ROCKEFELLER & CO 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112	INVESTMENT CONSULTANT	290,767.
TROUTMAN SANDERS 405 LEXINGTON AVENUE, NEW YORK, NY 10174	LEGAL	263,219.
BESSEMER TRUST COMPANY 630 5TH AVE, NEW YORK, NY 10111	INVESTMENT CONSULTANT	143,981.
NUSSBAUM YATES BERG KLEIN & WOLPOW 445 BROAD HOLLOW ROAD, MELVILLE, NY 11747	ACCOUNTING & AUDITING	95,350.
MILLIMAN USA - THREE GARRET MOUNTAIN PLAZA, SUITE 303, WEST PATERSON, NJ 07	CONSULTING	75,255.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	102,974,476.
b	Average of monthly cash balances		1b	72,106.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	103,046,582.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	103,046,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,545,699.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	101,500,883.
6	**Minimum investment return.** Enter 5% of line 5		6	5,075,044.

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	5,075,044.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 90,044.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	90,044.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	4,985,000.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	4,985,000.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	4,985,000.

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	6,795,275.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,795,275.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,795,275.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					4,985,000.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	4,215,311.				
b From 2009					
c From 2010	6,434,168.				
d From 2011	3,468,714.				
e From 2012	1,576,766.				
f **Total** of lines 3a through e		15,694,959.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 6,795,275.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					4,985,000.
e Remaining amount distributed out of corpus		1,810,275.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		17,505,234.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		4,215,311.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		13,289,923.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	6,434,168.				
c Excess from 2011	3,468,714.				
d Excess from 2012	1,576,766.				
e Excess from 2013	1,810,275.				

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

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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:

E.J. NOBLE SMITH, 212-759-4212
32 EAST 57TH STREET, 19TH FLOOR, NEW YORK, NY 10022

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

SEE FOOTNOTE 1

c Any submission deadlines:

NO DEADLINES

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

SEE FOOTNOTE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN MUSEUM OF NATURAL HISTORY NEW YORK, NY		509(A)(1),(2) OR(3)	ARCHEOLOGICAL COLLECTION AND MANAGEMENT	590,315.
AMERICAN MUSEUM OF NATURAL HISTORY NEW YORK, NY		509(A)(1),(2) OR(3)	ARCHEOLOGICAL COLLECTION AND MANAGEMENT	598,472.
ANTIQUE BOAT MUSEUM CLAYTON, NY		509(A)(1),(2) OR(3)	ENDOWMENT OF THE BOAT BUILDER POSITION	50,000.
CALM AIR VISIBILITY UNLIMITED UNIVERSAL CITY, TX		509(A)(1),(2) OR(3)	GENERAL SUPPORT	100,000.
DORSET THEATRE FESTIVAL DORSET, VT		509(A)(1),(2) OR(3)	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	5,289,692.
b *Approved for future payment*				
ANTIQUE BOAT MUSEUM CLAYTON, NY		509(A)(1),(2) OR(3)	ENDOWMENT OF THE BOAT BUILDER POSITION	450,000.
CHARLESTON SCHOOL OF LAW FOUNDATION CHARLESTON, SC		509(A)(1),(2) OR(3)	SCHOLARSHIP FUND	50,000.
EDWARD JOHN NOBLE GUILD OF CANTON-POTSDAM HOSPITAL CANTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3b	3,107,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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					
4 Dividends and interest from securities			14	2,597,426.	
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			14	1,253.	
8 Gain or (loss) from sales of assets other than inventory			18	2,623,215.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ROYALTIES			15	160,681.	
b OTHER INCOME			15	112.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,382,687.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,382,687.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/30/14 Title: ~~SECRETARY~~ Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK L. DAVIS, CPA	Mark L Davis, CPA	07/29/14		P00111034

Firm's name ▶ NUSSBAUM YATES BERG KLEIN & WOLPOW, LLP Firm's EIN ▶ 26-0221653

Firm's address ▶ 445 BROAD HOLLOW ROAD, STE 319
MELVILLE, NY 11747 Phone no. (631)845-5252

FORM 990-PF | OTHER INCOME | STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC SETTLEMENT FUND	1,253.	1,253.	
ROYALTIES	160,681.	160,681.	
OTHER INCOME	112.	112.	
TOTAL TO FORM 990-PF, PART I, LINE 11	162,046.	162,046.	

FORM 990-PF | LEGAL FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CRAVATH SWAINE & MOORE	43,448.	10,862.		32,586.
FRANKFURT KURNIT KLEIN & SELZ, PC	17,451.	17,451.		0.
PATTERSON BELKNAP WEBB & TYLER LLP	0.	0.		0.
TROUTMAN SANDERS	263,219.	0.		263,219.
TO FM 990-PF, PG 1, LN 16A	324,118.	28,313.		295,805.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUSSBAUM YATES KLEIN BERG & WOLPOW LLP	95,350.	71,513.		23,837.
TO FORM 990-PF, PG 1, LN 16B	95,350.	71,513.		23,837.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST COMPANY, NA	143,981.	143,981.		0.
BLUMSHAPIRO	747.	0.		747.
JORDAN ASSOCIATES	581.	0.		581.
MILLIMAN USA	75,255.	0.		75,255.
NETWORK SYNERGY	2,697.	0.		2,697.
ROCKEFELLER & CO., INC.	290,767.	290,767.		0.
STATE STREET	25,868.	25,868.		0.
TOWERS WATSON	7,349.	0.		7,349.
TO FORM 990-PF, PG 1, LN 16C	547,245.	460,616.		86,629.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	55,147.	0.		0.
PAYROLL TAXES	43,925.	11,299.		32,626.
TO FORM 990-PF, PG 1, LN 18	99,072.	11,299.		32,626.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	5,384.	0.		5,384.
ELECTRIC CT OFFICE	1,566.	940.		626.
ELECTRIC NY OFFICE	6,060.	0.		6,060.
FILING FEES	1,550.	0.		1,550.
INSURANCE	28,612.	0.		28,612.
MAINTENANCE CT OFFICE	1,037.	622.		415.
MAINTENANCE NY OFFICE	7,881.	0.		7,881.
MISCELLANEOUS CT OFFICE	9,262.	5,557.		3,705.
MISCELLANEOUS NY OFFICE	10,822.	0.		10,822.
PORTFOLIO INVESTMENT FEES (EXCELSIOR)	7,561.	7,561.		0.
POSTAGE CT OFFICE	3,324.	1,994.		1,330.

POSTAGE NY OFFICE	3,982.	0.		3,982.
SUPPLIES & STATIONARY CT OFFICE	2,237.	1,342.		895.
SUPPLIES & STATIONARY NY OFFICE	1,764.	0.		1,764.
TELEPHONE CT OFFICE	3,034.	1,820.		1,214.
TELEPHONE NY OFFICE	9,626.	0.		9,626.
PAYROLL PROCESSING	324.	0.		324.
TO FORM 990-PF, PG 1, LN 23	104,026.	19,836.		84,190.

FOOTNOTES STATEMENT 7

PART XV, QUESTION 2B- FOOTNOTE 1

APPLICATIONS SHOULD BE INITIATED BY LETTER, DESCRIBING THE PROJECT FOR WHICH SUPPORT IS REQUESTED. INCLUDED OR ATTACHED SHOULD BE:

1. A BRIEF DESCRIPTION OF THE NATURE AND PURPOSE OF THE ORGANIZATION.

2. A CONCISE STATEMENT OF THE NEED FOR AND OBJECTIVES OF THE PROJECT, THE METHODS BY WHICH IT WILL BE CARRIED OUT, AND ITS ANTICIPATED DURATION.

3. THE QUALIFICATIONS OF THE KEY PERSONNEL INVOLVED.

4. A PROGRAM BUDGET.

5. A LIST OF OTHER SOURCES OF SUPPORT ASSURED AND BEING SOUGHT.

6. A COPY OF THE ORGANIZATION'S MOST RECENT 501(C)(3) AND 509(A) RULINGS FROM THE IRS.

7. A COPY OF THE ORGANIZATION'S MOST RECENT ANNUAL AUDIT OR FINANCIAL STATEMENT.

8. A LIST OF OFFICERS AND DIRECTORS OR TRUSTEES.

ALL REQUESTS WILL BE REVIEWED AND ANSWERED AS SOON AS POSSIBLE. IF THE FOUNDATION IS ABLE TO GIVE FURTHER CONSIDERATION TO A PROPOSAL, ADDITIONAL INFORMATION WILL BE REQUESTED AS NEEDED AND A MEETING ARRANGED BY THE FOUNDATION, IF APPROPRIATE. EXPERIENCE HAS SHOWN THAT MEETINGS ARE LIKELY TO BE PRODUCTIVE ONLY AFTER REVIEW OF PRELIMINARY WRITTEN APPLICATIONS. WHEN A PROPOSAL IS CONSIDERED FOR A GRANT, THE APPLICANT WILL BE NOTIFIED PROMPTLY OF THE DIRECTORS' ACTION.

REQUESTS SHOULD BE ADDRESSED:
EDWARD JOHN NOBLE FOUNDATION, INC.

32 EAST 57TH STREET
NEW YORK, NY 10022

PART XV, QUESTION 2D- FOOTNOTE 2

APPLICATIONS FOR GRANTS

THE FOUNDATION'S PRINCIPAL INTERESTS LIE IN THE ARTS, EDUCATION, AND CONSERVATION AND HEALTH. IN EACH OF THESE FIELDS OUR PRIORITIES CAN BE DESCRIBED BRIEFLY AS FOLLOWS:

ARTS: TO ASSIST MAJOR CULTURAL ORGANIZATIONS AND SMALLER COMMUNITY ORGANIZATIONS LOCATED PRIMARILY IN NEW YORK CITY, PRIMARILY IN THEIR EDUCATION PROGRAMS.

EDUCATION: IN HIGHER EDUCATION TO ENCOURAGE EFFECTIVE INTERDISCIPLINARY PROGRAMS OF ENVIRONMENTAL STUDIES AND AWARENESS OF GLOBAL ISSUES. CONSIDERATION LIMITED TO PRIVATE COLLEGES AND UNIVERSITIES PRIMARILY IN THE EASTERN UNITED STATES.
IN SECONDARY EDUCATION, TO SUPPORT PROGRAMS LIKELY TO IMPROVE EDUCATIONAL OPPORTUNITIES FOR DISADVANTAGED GIFTED AND TALENTED YOUTH PRIMARILY IN NEW YORK CITY.

CONSERVATION: TO SUPPORT THE SEVERAL CONSERVATION PROJECTS ON ST. CATHERINE'S ISLAND AND SELECTED OTHER NATIONAL ORGANIZATIONS WHICH HELP PRESERVE THE NATURAL ENVIRONMENT AND TO DEFRAY THE DEGRADATION OF THE PLANET. CONSIDERATION IS GENERALLY LIMITED TO ORGANIZATIONS PRIMARILY IN THE EASTERN UNITED STATES.

HEALTH: PRIMARILY TO SUPPORT PROJECTS WHICH SHOW THE GREATEST PROMISE OF STABILIZING POPULATION AND PROVIDING EFFECTIVE POPULATION EDUCATION. AGAIN, CONSIDERATION GENERALLY LIMITED TO ORGANIZATIONS PRIMARILY IN THE EASTERN UNITED STATES.

APPLICANTS SHOULD NOTE THAT THE FOUNDATION GENERALLY DOES NOT CONSIDER SUPPORT FOR BUILDINGS OR EQUIPMENT, PUBLICATIONS, PERFORMANCES, FILMS OR TELEVISION PROJECTS, AND IT DOES NOT MAKE GRANTS TO INDIVIDUALS.

PART XV, QUESTION 3- FOOTNOTE
SCHEDULE OF GRANTS, AND SCHEDULE OF GRANTS FOR FUTURE PAYMENT

ALL GRANTEES ARE PUBLIC CHARITIES DESCRIBED IN SECTION 509(A)(1), (2) OR (3) OF THE INTERNAL REVENUE CODE, EXCEPT THAT THE ST. CATHERINE'S ISLAND FOUNDATION, INC. (ST. CATHERINE'S), IS A PRIVATE OPERATING FOUNDATION UNDER SECTION 4942(J)(3) OF THE CODE. A PAYMENT OF $2,500,000 WAS MADE TO ST CATHERINE'S IN 2013 FOR WHICH THE FOLLOWING ADDITIONAL INFORMATION IS SUBMITTED:

(I) ST. CATHERINE'S ISLAND FOUNDATION, INC.
MIDDWAY, GEORGIA 31320

(II) A TOTAL OF $2,500,000 WAS PAID TO ST. CATHERINE'S ON VARIOUS DATES IN 2013

(III) THE GRANT TO ST. CATHERINE'S IS FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES ON ST. CATHERINE'S ISLAND, LOCATED OFF THE COAST OF GEORGIA. THE ISLAND HAS NO COMMERICAL DEVELOPMENT AND IS USED TO CONDUCT ZOOLOGICAL, BOTANICAL, AND ECOLOGICAL RESEARCH IN A CONTROLLED NATURAL ENVIRONMENT, TO PROTECT ENDANGERED SPECIES, AND TO STUDY HISTORICAL AND ARCHAEOLOGICAL SITES.

(IV) ST. CATHERINE'S SPENT $2,500,000 AS OF DECEMBER 31, 2013, ALL APPLIED TO 2013.

(V) TO THE KNOWLEDGE OF THE DIRECTORS, ST. CATHERINE'S HAS NOT DIVERTED ANY PART OF THE FUNDS OR INCOME FROM THE FUNDS FROM THE PURPOSE OF THE PAYMENT.

(VI) DATE OF LAST REPORT RECEIVED FROM ST. CATHERINE'S: MARCH 31, 2014.

(VII) VERIFICATION OF ST. CATHERINE'S REPORTS WAS PERFORMED BY THE TREASURER OF THE EDWARD JOHN NOBLE FOUNDATION, INC. AND BY ITS INDEPENDENT AUDITOR AND ACCOUNTANT, EVEN THOUGH UNDER SECTION 53.4945-5(C)(1) OF THE TREASURY REGULATIONS, THE DIRECTORS OF THE EDWARD JOHN NOBLE FOUNDATION, INC. HAVE NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF ST. CATHERINE'S REPORTS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD BOOK VALUATION ADJUSTMENT	317,706.
TOTAL TO FORM 990-PF, PART III, LINE 3	317,706.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & FIXTURE 1983-1996	61,773.	61,773.	0.	0.
ARTWORK	6,900.	0.	6,900.	6,900.
FURNITURE & FIXTURE	15,437.	15,437.	0.	0.
FURNITURE & FIXTURE	12,697.	12,697.	0.	0.
FURNITURE & FIXTURE	6,295.	6,295.	0.	0.
FURNITURE & FIXTURE	3,571.	3,571.	0.	0.
FURNITURE & FIXTURE	9,872.	9,872.	0.	0.
FURNITURE & FIXTURE	8,024.	8,024.	0.	0.
FURNITURE & FIXTURE	10,402.	10,402.	0.	0.
FURNITURE & FIXTURE	2,880.	2,880.	0.	0.
FURNITURE & FIXTURE	37,157.	37,157.	0.	0.
FURNITURE & FIXTURE	11,444.	11,444.	0.	0.
FURNITURE & FIXTURE	845.	845.	0.	0.
FURNITURE & FIXTURE	10,410.	9,370.	1,040.	1,040.
ARTWORK	3,625.	0.	3,625.	3,625.
LEASHOLD IMPROVEMENT	87,243.	87,243.	0.	0.
LEASHOLD IMPROVEMENT	19,980.	19,980.	0.	0.
LEASHOLD IMPROVEMENT	400.	400.	0.	0.
LEASHOLD IMPROVEMENT	1,100.	1,100.	0.	0.
LEASHOLD IMPROVEMENT	17,356.	17,356.	0.	0.
LEASHOLD IMPROVEMENT	6,200.	4,649.	1,551.	1,551.
FURNITURE & FIXTURE	19,387.	5,816.	13,571.	13,571.
FURNITURE & FIXTURE	2,650.	795.	1,855.	1,855.
TO 990-PF, PART II, LN 14	355,648.	327,106.	28,542.	28,542.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL GOVERNMENT OBLIGATION FUND #395 .01%	X		1,213,000.	1,213,000.
FEDERAL HOME LOAN BANK 0.625% 12/28/2016	X		254,313.	253,932.
FEDERAL HOME LOAN BANK 2.75% 3/13/2015	X		110,455.	108,137.
FEDERAL NATIONAL MORTGAGE ASSOCIATION 0.500% 09/28/2015	X		290,188.	290,513.
FEDERAL NATIONAL MORTGAGE ASSOCIATION 1.250% 01/30/2017	X		278,083.	278,308.
FEDERAL NATIONAL MORTGAGE ASSOCIATION 5% 4/15/15	X		284,495.	265,150.
GNMA GTD PASS THRU CTF - POOL #352109 7.00% 7/15/2023	X		6,952.	7,752.
GNMA GTD PASS THRU CTF - POOL #366218 6.50% 10/15/2023	X		3,664.	4,036.
GNMA GTD PASS THRU CTF - POOL #366340 6.50% 10/15/2023	X		8,229.	9,072.
GNMA GTD PASS THRU CTF - POOL #373257 6.00% 10/15/2023	X		4,043.	4,517.
GNMA GTD PASS THRU CTF - POOL #374407 6.00% 10/15/2023	X		9,378.	10,482.
GNMA GTD PASS THRU CTF - POOL 365967 6.00% 10/15/2023	X		10,225.	11,425.
UNITED STATES TREASURY NOTE .25% 12/15/15	X		2,264,005.	2,269,927.
US BANCORP 2.2% 11/15/2016	X		199,488.	206,540.
US TREASURY BONDS 7.25% 08/15/22	X		1,655,314.	1,514,751.
FEDERAL HOME LOAN BANK 5% 11/17/17	X		198,190.	188,293.
FEDERAL NATIONAL MORTGAGE 6.625% 11/15/30	X		103,774.	104,062.
UNITED STATES TREASURY BONDS 4.5% 5/15/38	X		98,958.	94,243.
UNITED STATES TREASURY BONDS 5.375% 2/15/31	X		190,737.	182,595.
UNITED STATES TREASURY INF INDEX 1.25% 4/15/14	X		222,114.	221,716.
UNITED STATES TREASURY NOTES .625% 7/15/16	X		260,694.	261,326.
UNITED STATES TREASURY NOTES .875% 4/30/17	X		267,981.	264,213.
UNITED STATES TREASURY NOTES 2.25% 1/31/15	X		204,084.	203,432.

UNITED STATES TREASURY NOTES 3.25% 7/31/16	X		219,117.	217,850.
VANGUARD GNMA-FUND	X		939,783.	944,465.
MARYLAND ST. COP TAXABLE 2.519% 9/01/14		X	245,000.	248,457.
NEW YORK ST. URBAN DEV CP 2.626% 12/15/14		X	250,000.	255,347.
OHIO ST NEW ST INFRA 3.643% 6/15/2016		X	300,000.	316,425.
VIRGINIA STATE PORT AUTH TAX 1.544% 07/01/16		X	260,000.	262,192.
DC INCOME TAX 4.673% 12/01/20		X	119,160.	109,485.
MTA NEW YORK 4.813% 11/15/18		X	198,236.	219,272.
NASSAU COUNT NEW YORK 1.976% 11/15/19		X	101,291.	95,716.
NEW JERSEY STATE GOVERNMENT 2.02% 08/15/14		X	102,179.	100,871.
PORT AUTHORITY OF NEW YORK 5.859% 12/01/24		X	193,200.	171,588.
WISCONSIN ST TRANSPORTATION 4.737% 07/01/20		X	268,150.	267,668.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,297,264.	9,129,737.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,037,216.	2,047,021.
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,334,480.	11,176,758.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACCENTURE	74,574.	103,186.
ACE LTD.	106,228.	192,566.
AETNA INC.	105,805.	154,328.
ALLIANZ AKTIENGES	46,001.	69,603.
AMERICAN INTERNATIONAL GROUP, INC.	98,044.	120,478.
AMERICAN WATER WORKS CO.	208,680.	216,371.
APPLE COMPUTER INC.	214,401.	249,654.
AVAGO TECHNOLOGIES	118,452.	176,351.
BESSEMER SWEEP PROGRAM	24,989.	24,987.
BNP PARIBAS	129,318.	186,563.
BRIDGESTONE CORP.	124,865.	131,868.
CENTURYLINK INC.	88,349.	74,848.
CHINA CONSTRUCTION	153,074.	152,862.
CHINA TELECOM	195,525.	178,512.
CITIGROUP INC.	80,419.	126,627.
CONOCOPHILLIPS	98,068.	124,697.
CUMMINS INC.	64,780.	70,485.
CVS/CAREMARK CORPORATION	91,569.	158,170.

DAIHATSU MOTOR CO.	91,820.	80,025.
DOLLAR GEN CORP.	146,979.	196,342.
ENI SPA	99,169.	106,678.
ILLINOIS TOOL WKS INC.	130,073.	159,332.
IMPERIAL TOBACCO	165,962.	174,643.
INTERNATIONAL BUSINESS MACHINES CORP.	178,955.	175,378.
ITOCHU CORP.	184,006.	206,148.
J SAINSBURY	182,772.	191,393.
KDDI CORP.	87,647.	140,348.
KEYCORP.	62,545.	66,228.
L. BRANDS	123,633.	134,524.
LORRILLARD INC.	82,088.	92,998.
MACY'S INC	134,987.	195,177.
MARATHON OIL CORP.	73,399.	79,072.
MORGAN STANLEY GROUP INC.	65,842.	70,560.
MUNICH RE GROUP	121,861.	191,440.
MYLAN INC.	228,403.	238,700.
NIELSEN HOLDINGS	70,244.	95,222.
NIKON CORPORATION	142,950.	103,407.
OLD WESTBURY LARGE CAP STRATEGIES FUND	12,152,007.	15,103,935.
OLD WESTBURY REAL RETURN FUND	2,533,464.	2,039,761.
OLD WESTBURY SMALL & MID CAPITAL FUND	5,782,949.	9,525,071.
OLD WESTBURY STRATEGIC OPPORTUNITIES FUND	6,588,731.	7,577,990.
PFIZER INC.	206,922.	213,644.
QUALCOMM INC.	179,090.	210,499.
RSA INSURANCE GROUP	193,772.	156,376.
SANOFI	138,647.	186,632.
SINOPEC CHINA PETROLEUM & CHEMICAL CORP.	172,477.	171,324.
SKANDINAVISKA ENSKILD	61,368.	69,142.
SUMITOMO METAL MINING CO.	146,749.	135,595.
SVENSKA HANDELSBKN	140,234.	161,852.
SWATCH GROUP	82,718.	86,832.
TARGET CORP.	130,207.	146,154.
TELE2	182,460.	149,573.
THERMO FISHER SCIENTIFIC	119,153.	211,008.
TIM PARTICIPACOES	86,473.	99,450.
TOKYO GAS LTD.	105,763.	101,330.
TOTAL	165,303.	196,370.
UNION PACIFIC CORP.	162,145.	173,040.
VIACOM INC.	79,139.	106,118.
VOLKSWAGON	98,589.	147,966.
WALGREEN CO.	69,567.	99,658.
WEIR GROUP	151,922.	152,195.
WHARF HOLDINGS	39,038.	53,536.
ZIMMER HOLDINGS INC.	177,991.	252,545.
AFLAC INC	220,634.	327,320.
ALEXION PHARMACEUTICALS INC.	23,140.	133,681.
AMADA CO. LTD.	250,856.	308,691.
ANADARKO PETE CORP.	196,384.	300,623.
APACHE CORP.	321,230.	319,697.
ARCOS DORADOS HOLDINGS INC.	82,657.	79,507.
BAKER HUGHES INC.	209,017.	263,590.
BIOMARIN PHARMACEUTICAL INC.	55,252.	180,800.
CAPITAL ONE FINANCIAL CORP.	180,269.	252,047.

CAREFUSION CORP.	213,512.	365,548.
CENTRICA	303,914.	404,381.
CHEVRON CORP.	156,483.	355,994.
CHINA MOBILE LTD.	443,898.	482,114.
COACH INC.	290,716.	301,979.
COMCAST CORP.	56,677.	226,048.
COMERICA INC.	137,969.	173,046.
CONTINENTAL RESOURCES	70,608.	333,059.
COPA HOLDINGS	195,105.	224,154.
CTRIP	157,824.	162,257.
DELPHI AUTOMOTIVE	206,378.	381,224.
DNB	246,076.	260,392.
DOVER CORP.	160,811.	252,935.
EXPEDIA INC.	247,575.	283,516.
GOLDMAN SACHS GROUP	147,684.	228,665.
GOOGLE INC.	460,354.	787,859.
HONEYWELL INTERNATIONAL INC.	226,100.	485,175.
HYUNDAI MOTOR CO.	40,354.	69,620.
INCYTE GENOMICS INC.	126,403.	158,067.
ING GROEP	331,520.	471,796.
JOHNSON MATTHEY	121,088.	234,358.
JP MORGAN CHASE & CO.	326,970.	559,069.
KALBE FARMA	90,234.	61,576.
KONINKLIJKE BOSKALIS	105,033.	195,963.
KOREA ELECTRIC POWER CORP.	345,296.	462,422.
MALLINCKRODT	154,800.	196,341.
MERCK & CO INC.	294,928.	360,360.
MICROSOFT CORP.	465,056.	614,272.
MURATA MANUFACTURING CO.	325,275.	488,749.
NETAPP INC.	171,607.	205,700.
NGK SPARK PLUG CO.	115,862.	189,525.
NOVARTIS AG SPONSORED ADR	343,302.	512,021.
OCEANEERING INTERNATIONAL INC.	63,136.	175,114.
ORACLE CORP.	182,910.	244,864.
PICC PROPERTY AND CASUALTY	268,117.	300,457.
PRUDENTIAL CORP.	139,476.	314,707.
QUALCOMM INC.	184,967.	321,502.
REGENERON	12,840.	118,353.
REINSURANCE GROUP OF AMERICA INC.	279,491.	338,282.
RIO TINTO	315,869.	337,451.
ROCHE HOLDINGS AG GENUSSCHEINE	231,678.	378,276.
ROYAL CARIBBEAN CRUISES	327,662.	510,239.
ROYAL DUTCH SHELL	234,388.	308,243.
SAFRAN	204,024.	489,290.
SAMSUNG ELECTRS LTD.	264,421.	372,372.
SBERBANK BANK OF RUSSIA	215,733.	219,346.
SEATTLE GENETICS, INC.	91,140.	125,654.
SEMEN GRESIK	76,478.	84,295.
SMC CORP.	164,400.	226,916.
SMITHS GROUP	181,503.	284,345.
ST. JUDE MEDICAL INC.	256,714.	284,041.
STATE STREET MONEY MARKET	957,752.	957,752.
SUBSEA 7	197,443.	204,764.
SWEDBANK	106,255.	284,354.

TORONTO DOMINION BANK	296,255.	376,300.
TULLOW OIL	186,935.	162,567.
UNITED CONTINENTAL HOLDINGS	211,409.	227,358.
UNITEDHEALTH GROUP INC.	313,485.	398,186.
VISA INC.	323,193.	329,566.
WAL MART STORES INC.	233,648.	394,237.
WELLS FARGO & CO.	192,415.	429,030.
WYNN MACAU LTD.	75,241.	165,918.
YUM BRANDS INC.	136,079.	251,781.
ALEXION PHARMACEUTICALS INC.	634,596.	1,063,072.
ALLISON TRANSMISSION HOLDING	604,637.	800,690.
APACHE CORP.	597,328.	558,610.
BERKSHIRE HATHAWAY	488,046.	711,600.
BROOKFIELD ASSET MANAGEMENT	636,786.	621,280.
CARMAX INC.	608,025.	752,320.
CHIPOTLE MEXICAN GRILL INC.	383,901.	799,170.
CIE FINANCIERE RICHEMON	636,552.	748,861.
CIMAREX ENERGY CO.	629,937.	996,645.
FAST RETAILING CO. LTD.	425,489.	825,841.
GOOGLE INC.	552,237.	1,120,710.
HELMERICH & PAYNE INC.	601,338.	882,840.
JARDINE MATHESON HOLDINGS LTD.	749,776.	732,340.
JOHNSON & JOHNSON	639,189.	824,310.
KEYENCE CORP.	618,679.	727,844.
KUKA	627,852.	656,869.
LEUCADIA NATIONAL CORP	505,197.	566,800.
MONSANTO CO.	636,341.	874,125.
NATIONAL INSTRUMENTS CORP.	606,441.	704,440.
NETAPP INC.	602,618.	617,100.
NIDEC CORP.	634,784.	734,979.
NOVO-NORDISK	428,441.	554,280.
NOVOZYMES	607,862.	887,848.
NUCOR CORP.	644,411.	800,700.
ONEX CORPORATION	640,066.	863,624.
REGENERON	280,879.	825,720.
RENAISSANCERE HOLDINGS LTD.	622,576.	778,720.
ROCHE HOLDINGS	614,905.	910,665.
ROLLS ROYCE HOLDINGS	522,981.	633,515.
ROLLS-ROYCE HOLDINGS	4,183.	4,273.
SEATTLE GENETICS, INC.	610,965.	797,800.
SOFTBANK CORP.	293,544.	875,315.
STATE STREET MONEY MARKET	1,726,937.	1,726,937.
TOTAL TO FORM 990-PF, PART II, LINE 10B	69,304,761.	90,986,911.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICA MOVIL 2.375% 9/08/16	202,728.	205,834.
AMERICAN EXPRESS CREDIT 1.3% 7/29/16	204,953.	206,587.
ANHEUSER-BUSCH .8% 01/15/2016	474,971.	474,672.
APPLE INC. 0.492% 05/03/2018	204,543.	204,654.
BERKSHIRE HATHAWAY 2.45% 12/15/15	319,738.	314,008.
CELGENE CORPORATION 2.450% 10/15/2015	257,310.	256,822.
CISCO SYSTEMS 5.5% 2/22/16	329,573.	319,037.
COCA-COLA 1.800% 09/01/2016	257,005.	256,005.
GENERAL ELECTRIC CAPITAL CORP. 2.9% 01/09/17	412,692.	417,588.
GOLDMAN SACHS GROUP INC. 5.125% 01/15/15	243,291.	245,479.
JP MORGAN CHASE & CO. 1.435% 09/22/15	461,231.	458,608.
KFW 1.25% 02/15/17	249,072.	252,417.
TOYOTA MOTOR CREDIT CORP. 2% 09/15/2016	248,702.	257,152.
BANK OF AMERICA .5945% 6/15/17	110,869.	115,772.
BB&T CORP. 3.95% 4/29/16	114,835.	113,909.
CITIGROUP INC. 4.45% 1/10/17	112,939.	110,548.
COMCAST CORP. 7.05% 3/15/33	103,448.	101,627.
CSX CORP 6.25% 04/01/2015	104,756.	111,159.
DUKE ENERGY INDIANA 3.75% 7/15/2020	140,223.	132,687.
FEDEX CORP. 8% 01/15/19	169,866.	160,313.
GENERAL ELECTRIC CAPITAL CORP. 6.75% 3/15/32	127,098.	126,308.
GOLDMAN SACHS GROUP 6.125% 2/15/33	127,389.	127,107.
JP MORGAN CHASE BANK 6% 10/01/17	179,548.	176,194.
KEY CORP. 5.1% 3/24/21	115,308.	114,756.
LUBRIZOL CORP. 8.875% 02/01/19	110,107.	102,496.
MORGAN STANLEY 6.25% 8/09/26	126,742.	125,982.
NVR INC. 3.95% 9/15/22	129,129.	118,141.
PNC FUNDING CORP. 5.125% 02/08/20	118,508.	117,932.
TORONTO-DOMINION BANK 2.375% 10/19/16	115,810.	118,172.
UNITED PARCEL SERVICE 5.125% 4/01/19	111,366.	104,641.
VERIZON COMMUNICATIONS 6.4% 9/15/33	122,202.	131,114.
YUM! BRANDS INC. 3.875% 11/01/23	126,354.	124,780.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,232,306.	6,202,501.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LISTERINE ROYALTY INTERESTS	COST	241,209.	557,000.
EXCELSIOR VENTURE PARTNERS - III LLC MEMBERSHIP INTERNATIONAL	COST	263,864.	263,859.
TOTAL TO FORM 990-PF, PART II, LINE 13		505,073.	820,859.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 14

EXPLANATION

THE EDWARD JOHN NOBLE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND WHICH WAS TREATED AS A QUALIFYING DISTRIBUTION. THE ADVISOR OF THE FUND IS A DISQUALIFIED PERSON. THE DISTRIBUTION WILL BE USED TO SUPPORT COMMUNITY BASED PROGRAMS IN THE ARTS AND CULTURAL ORGANIZATIONS AS PER THE FOUNDATION MISSION STATEMENT.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUNE NOBLE LARKIN 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	CHAIRMAN EMERITUS & DIRECTOR 3.00	0.	0.	0.
E. J. NOBLE SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	CHAIRMAN, PRESIDENT & DIRECTOR 30.00	237,819.	55,319.	0.
JEREMY T. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	VICE CHAIRMAN, V P & DIRECTOR 3.00	0.	0.	0.
E. MARY HEFFERNAN 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	TREASURER 30.00	179,661.	49,670.	0.
DEBORAH MENTON-NIGHTLINGER 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	EXEC DIR & CORP SEC 30.00	179,661.	49,670.	0.
EDWARD N. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
JORDAN V. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
SARAH N. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
WILLIAM Z. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
HAROLD B. JOHNSON 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
DANIEL L. MOSLEY, ESQ. 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.

DAVID S. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
MARIBETH SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		597,141.	154,659.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 16

GRANTEE'S NAME

ST CATHERINE'S ISLAND FOUNDATION, INC

GRANTEE'S ADDRESS

ST CATHERINE'S ISLAND
MIDWAY, GA 31320

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,500,000.		2,500,000.

PURPOSE OF GRANT

SEE FOOTNOTE 3 FOR PART XV, QUESTION 3 WITH RESPECT TO THE GRANT PAID DURING 2013 OF $2,500,000 MADE TO THE ST. CATHERINE'S ISLAND FOUNDATION, INC., MIDWAY, GEORGIA 31320 FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES IN CONNECTION WITH CONSERVATION, PROTECTION OF ENDANGERED SPECIES AND SCIENTIFIC ACTIVITIES ON ST. CATHERINE'S ISLAND.

DATES OF REPORTS BY GRANTEE

ST CATHERINE SUBMITS REPORTS MONTHLY

ANY DIVERSION BY GRANTEE

NONE

2013 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	FURNITURE & FIXTURE 1983-1996	01/01/96	200DB	5.00	HY	17	61,773.				61,773.	61,773.		0.	61,773.
12	ARTWORK	01/01/96	NC	.000	HY		6,900.				6,900.			0.	
13	FURNITURE & FIXTURE	01/01/97	200DB	5.00	HY	17	15,437.				15,437.	15,437.		0.	15,437.
14	FURNITURE & FIXTURE	01/01/98	200DB	5.00	HY	17	12,697.				12,697.	12,697.		0.	12,697.
15	FURNITURE & FIXTURE	01/01/99	200DB	5.00	HY	17	6,295.				6,295.	6,295.		0.	6,295.
16	FURNITURE & FIXTURE	01/01/00	200DB	5.00	HY	17	3,571.				3,571.	3,571.		0.	3,571.
17	FURNITURE & FIXTURE	01/01/01	200DB	5.00	HY	17	9,872.				9,872.	9,872.		0.	9,872.
18	FURNITURE & FIXTURE	01/01/02	200DB	5.00	HY	17	8,024.				8,024.	8,024.		0.	8,024.
19	FURNITURE & FIXTURE	01/01/03	200DB	5.00	HY	17	10,402.				10,402.	10,402.		0.	10,402.
20	FURNITURE & FIXTURE	01/01/04	200DB	5.00	HY	17	2,880.				2,880.	2,880.		0.	2,880.
21	FURNITURE & FIXTURE	01/01/05	200DB	5.00	HY	17	37,157.				37,157.	37,157.		0.	37,157.
22	FURNITURE & FIXTURE	01/01/06	SL	5.00	HY	17	11,444.				11,444.	11,444.		0.	11,444.
24	FURNITURE & FIXTURE	01/01/08	SL	5.00	HY	17	845.				845.	761.		84.	845.
25	FURNITURE & FIXTURE	01/01/09	SL	5.00	HY	17	10,410.				10,410.	7,288.		2,082.	9,370.
26	ARTWORK	01/01/07	NC	.000	HY		3,625.				3,625.			0.	
27	LEASHOLD IMPROVEMENT	01/01/94	SL	7.00		16	87,243.				87,243.	87,243.		0.	87,243.
28	LEASHOLD IMPROVEMENT	01/01/95	SL	6.00		16	19,980.				19,980.	19,980.		0.	19,980.
29	LEASHOLD IMPROVEMENT	01/01/99	SL	5.00		16	400.				400.	400.		0.	400.

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05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2013 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
30	LEASHOLD IMPROVEMENT	01/01/02	SL	6.00		16	1,100.				1,100.	1,100.		0.	1,100.
31	LEASHOLD IMPROVEMENT	01/01/05	SL	3.00		16	17,356.				17,356.	17,356.		0.	17,356.
32	LEASHOLD IMPROVEMENT	01/01/09	SL	6.00		16	6,200.				6,200.	3,616.		1,033.	4,649.
65	FURNITURE & FIXTURE	06/30/12	SL	5.00	HY	17	19,387.				19,387.	1,939.		3,877.	5,816.
66	FURNITURE & FIXTURE	06/30/12	SL	5.00	HY	17	2,650.				2,650.	265.		530.	795.
	* TOTAL 990-PF PG 1 DEPR						355,648.				355,648.	319,500.		7,606.	327,106.

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05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DORSET VILLAGE LIBRARY DORSET, VT		509(A)(1),(2) OR(3)	GENERAL SUPPORT	2,500.
EDWARD JOHN NOBLE GUILD OF CANTON-POTSDAM HOSPITAL CANTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
FOUNDATION FOR CONTEMPORARY ARTS NEW YORK, NY		509(A)(1),(2) OR(3)	INTERNSHIPS	10,000.
GREENWICH LIBRARY GREENWICH, CT		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY WASHINGTON, DC		509(A)(1),(2) OR(3)	GENERAL SUPPORT	2,500.
OGDENSBURG COMMAND PERFORMANCES OGDENSBURG, NY		509(A)(1),(2) OR(3)	THEATER ARTS EDUCATION	7,500.
RIVERSIDE SYMPHONY NEW YORK, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
THINK NEW MEXICO SANTA FE, NM		509(A)(1),(2) OR(3)	GENERAL SUPPORT	5,000.
THOUSAND ISLANDS ARTS CENTER CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	15,000.
THOUSAND ISLANDS PERFORMING ARTS FUND CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	25,000.
Total from continuation sheets				3,945,905.

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05-01-13

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALM AIR VISIBILITY UNLIMITED UNIVERSAL CITY, TX		509(A)(1),(2) OR(3)	GENERAL SUPPORT	100,000.
CHARLESTON SCHOOL OF LAW FOUNDATION CHARLESTON, SC		509(A)(1),(2) OR(3)	SCHOLARSHIP FUND	50,000.
COMMUNITY FUNDS, INC. NEW YORK, NY		509(A)(1),(2) OR(3)	UTS FUND	375,000.
COMMUNITY PERFORMANCE SERIES POTSDAM, NY		509(A)(1),(2) OR(3)	RESIDENCY IN THE ARTS AND OUTREACH	84,255.
FAMILY CENTERS, INC. GREENWICH, CT		509(A)(1),(2) OR(3)	SCHOLARSHIP SUPPORT	10,000.
FRIENDS OF THE NATURE CENTER FINEVIEW, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
GUILD HALL OF EAST HAMPTON EAST HAMPTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	50,000.
LENSIC PERFORMING ARTS CENTER SANTE FE, NM		509(A)(1),(2) OR(3)	COMMUNITY OUTREACH PROGRAMS	25,000.
LINCOLN CENTER FOR THE PERFORMING ARTS, INC. NEW YORK, NY		509(A)(1),(2) OR(3)	INTERNSHIP PROGRAM	50,000.
PHILANTHROPY NEW YORK NEW YORK, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	7,250.
Total from continuation sheets				

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RIO GRANDE SCHOOL SANTE FE, NM		509(A)(1),(2) OR(3)	GENERAL SUPPORT	5,000.
SANTA FE COMMUNITY FOUNDATION SANTE FE, NM		509(A)(1),(2) OR(3)	JORDAN AND DAVID SMITH CHARITABLE FUND	50,000.
SEA TURTLE CONSERVANCY GAINESVILLE, FL		509(A)(1),(2) OR(3)	GENERAL SUPPORT	15,000.
ST. BARNABAS CHURCH GREENWICH, CT		509(A)(1),(2) OR(3)	GENERAL SUPPORT	15,000.
ST. CATHERINE'S ISLAND FDN, INC. MIDWAY, GA		4942(J)(3)	GENERAL SUPPORT	2,500,000.
THE JUILLIARD SCHOOL NEW YORK, NY		509(A)(1),(2) OR(3)	CAPITAL CAMPAIGN SUPPORT	500,000.
FAIRFIELD COUNTY COMMUNITY FOUNDATION NORWALK, CT		509(A)(1),(2) OR(3)		1,900.
Total from continuation sheets				

Part XV | Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FREDERIC REMINGTON ART MUSEUM OGDENSBURG, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
FOUNDATION FOR CONTEMPORARY ARTS NEW YORK, NY		509(A)(1),(2) OR(3)	INTERNSHIPS	10,000.
OGDENSBURG COMMAND PERFORMANCES OGDENSBURG, NY		509(A)(1),(2) OR(3)	ARTS EDUCATION OUTREACH PROGRAM	7,500.
SAVE THE RIVER CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	25,000.
ST. CATHERINE'S ISLAND FDN, INC. MIDWAY, GA		4942(J)(3)	GENERAL SUPPORT	2,500,000.
THOUSAND ISLANDS ARTS CENTER CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
THOUSAND ISLANDS PERFORMING ARTS FUND CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	25,000.
TRADITIONAL ARTS IN UPSTATE NEW YORK CANTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
Total from continuation sheets				2,597,500.

323635
05-01-13

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I — Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	EDWARD JOHN NOBLE FOUNDATION, INC.	06-1055586
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 143 WEST STREET, NO. 206	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW MILFORD, CT 06776	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ EDWARD JOHN NOBLE FOUNDATION 143 WEST STREET, SUITE 206 - NEW MILFORD, CT 06776

  Telephone No. ▶ (203) 438-5690 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ____ , and ending ____

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$	95,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	50,000.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	45,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions