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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Skadden Foundation		A Employer identification number 13-3455231	
% CHRIS FULTON		B Telephone number (see instructions) (212) 735-2956	
Number and street (or P O box number if mail is not delivered to street address) 360 Hamilton Avenue Suite		C If exemption application is pending, check here ☐	
City or town, state or province, country, and ZIP or foreign postal code White Plains, NY 106011811		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 11,983,930		J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) <u>MODIFIED CASH</u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	6,104,325			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,082	6,082		
	4 Dividends and interest from securities.	118,538	118,538		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	7,711			
	b Gross sales price for all assets on line 6a 4,003,843				
	7 Capital gain net income (from Part IV , line 2)		7,711		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	6,236,656	132,331		
	13 Compensation of officers, directors, trustees, etc	285,000			285,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	50,000			50,000
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	23,669	23,669	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,414	0	0	12,414
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	147,409			136,787
	22 Printing and publications	67,043			67,043
	23 Other expenses (attach schedule)	26,590	0	0	25,150
	24 Total operating and administrative expenses. Add lines 13 through 23	621,125	23,669	0	576,394
	25 Contributions, gifts, grants paid	3,541,331			3,541,331
	26 Total expenses and disbursements. Add lines 24 and 25	4,162,456	23,669	0	4,117,725
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,074,200			
	b Net investment income (if negative, enter -0-)		108,662		
	c Adjusted net income (if negative, enter -0-)				

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	1Cash—non-interest-bearing	103,271	9,163	9,163
	2Savings and temporary cash investments	6,213,293	6,481,804	6,481,804
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)	0 	416,461	416,461
	bInvestments—corporate stock (attach schedule)	0 	2,533,553	2,533,553
	cInvestments—corporate bonds (attach schedule).	3,562,046 	2,542,949	2,542,949
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)			
	14Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15Other assets (describe ▶ _____)			
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,878,610	11,983,930	11,983,930
Liabilities	17Accounts payable and accrued expenses	13,762	12,062	
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	13,762	12,062	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted	7,712,029	10,018,014	
	25Temporarily restricted	2,152,819	1,953,854	
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds			
	30Total net assets or fund balances (see page 17 of the instructions)	9,864,848	11,971,868	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,878,610	11,983,930	

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	9,864,848
2	Enter amount from Part I, line 27a	2	2,074,200
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	32,820
4	Add lines 1, 2, and 3	4	11,971,868
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	11,971,868

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)
1 a	SECURITIES			
b	CAPITAL GAIN DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,993,197		3,996,132	-2,935
b			10,646
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			-2,935
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	7,711
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	

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 page 18 of 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	3,992,696	8,142,766	0 490337
2011	3,964,931	6,670,295	0 594416
2010	3,993,432	6,895,932	0 5791
2009	4,200,126	5,638,031	0 744963
2008	4,060,411	4,484,219	0 905489

2 Total of line 1, column (d).	2	3 314305
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 662861
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	8,318,268
5 Multiply line 4 by line 3.	5	5,513,855
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,087
7 Add lines 5 and 6.	7	5,514,942
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	4,117,725

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,173
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	2,173
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,173
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,015
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	6,015
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	3,842
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,842 Refunded	11	

Part VII-A Statements Regarding Activities			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ 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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No		
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		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.skaddenfellowships.org</u>	13	Yes			
14	The books are in care of ▶ <u>CHRIS FULTON</u> Telephone no ▶ <u>(914) 750-3460</u> Located at ▶ <u>360 HAMILTON AVE white plains NY</u> ZIP +4 ▶ <u>10601</u>					
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 ▶ <table><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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	No No		

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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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

No

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

YesNo

b

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

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 (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
See Additional Data Table				

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

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
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	4,915,055
b	Average of monthly cash balances.	1b	3,529,887
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,444,942
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	0
3	Subtract line 2 from line 1d.	3	8,444,942
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	126,674
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,318,268
6	Minimum investment return. Enter 5% of line 5.	6	415,913

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	415,913
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,173
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,173
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	413,740
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	413,740
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	413,740

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	4,117,725
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,117,725
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,117,725
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				413,740
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	4,063,034			
b From 2009.	4,247,331			
c From 2010.	3,608,491			
d From 2011.	3,634,155			
e From 2012.	3,583,156			
f Total of lines 3a through e.	19,136,167			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,117,725				
a Applied to 2012, but not more than line 2a			0	
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.				413,740
e Remaining amount distributed out of corpus	3,703,985			
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	22,840,152			
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.				
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 instructions			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) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	4,063,034			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	18,777,118			
10 Analysis of line 9				
a Excess from 2009. . . .	4,247,331			
b Excess from 2010. . . .	3,608,491			
c Excess from 2011. . . .	3,634,155			
d Excess from 2012. . . .	3,583,156			
e Excess from 2013. . . .	3,703,985			

Part XIV

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 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 organization 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))

JOSEPH FLOM ROBERT SHEEHAN

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

SUSAN BUTLER PLUM
FOUR TIMES SQUARE
NEW YORK, NY 10036
(212) 735-2956

b

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

SEE ATTACHED APPLICATION

c

Any submission deadlines

FELLOWSHIP APPLICATION DUE ANNUALLY IN OCTOBER, FLOM INCUBATOR GRANTS DUE JANUARY 15 AND JULY 15

d

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

SEE ATTACHED APPLICATION

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	3,541,331
b Approved for future payment See Additional Data Table				
Total			▶ 3b	6,601,183

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
Judith S Kaye	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Jose Lozano	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Suzanne Mckechnie Klahr	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Kurt L Schmoke	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Solomon B Watson IV	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Martha Minow	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Robert C Sheehan	Trustee 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Lauren Aguiar	PRESIDENT 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Chns Fulton	Treasurer 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
Susan Butler Plum	FOUNDATION ADMINISTRATOR 40 0	285,000	50,000	0
360 Hamilton Avenue White Plains, NY 106011811				
MICHAEL SCHILL	TRUSTEE 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
BARRY H GARFINKEL	TRUSTEE 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
THOMAS J ALLINGHAM II	VICE PRESIDENT 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
C BENJAMIN CRISMAN JR	VICE PRESIDENT 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
ALAN C MYERS	VICE PRESIDENT 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
ERIC J FRIEDMAN	TRUSTEE 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				
JOY ZIEGEWEID	TRUSTEE 1 0	0	0	0
360 Hamilton Avenue White Plains, NY 106011811				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACLU Of Michigan 2966 Woodward Avenue Detroit, MI 10004	none	PC	payments for fellowships	27,604
ACLU Immigrants' Rights Project 125 Broad Street 18th Floor New York, NY 10004	none	PC	payments for fellowships	59,670
ACLU Immigrants' Rights Project 39 Drumm Street San Francisco, CA 94111	none	PC	payments for fellowships	59,670
Advancement Project 1220 L Street NW Suite 850 Washington, DC 20005	none	PC	payments for fellowships	84,692
Advice on Individual Rights in Europe (AIRE) Centr 17 Red Lion Square 3rd Floor London WC1R 4QH UK	none	NC	payments for fellowships	11,988
Advocates for Children of New York 151 West 30th Street 5th Floor New York, NY 10001	none	PC	payments for fellowships	59,206
African Services Committee 429 West 127th Street New York, NY 10027	none	PC	payments for fellowships	55,152
Aisa Villarosa Berg 1025 E Forest Ave 139 Detroit, MI 48207	none	NC	payments for fellowships	1,476
Almas Sayeed 1608 South Bentley Apt 2 Los Angeles, CA 90025	none	NC	payments for fellowships	10,585
Appalachian Citizens' Law Center 317 Main Street Whiteburg, KY 41858	none	PC	payments for fellowships	28,125
Asian American Legal Defense & Education Fund 99 Hudson Street 12th Floor New York, NY 10013	none	PC	payments for fellowships	35,766
Asian Pacific American Legal Center 1145 Wilshire Blvd 2nd Floor Los Angeles, CA 90017	none	PC	payments for fellowships	56,680
Atlanta Volunteer Lawyers Foundation 235 Peachtree Street NE Suite 1750 Atlanta, GA 30303	none	PC	payments for fellowships	26,704
Bet Tzedek Legal Services 3250 Wilshire Boulevard 13th Floor Los Angeles, CA 90010	none	PC	payments for fellowships	28,690
Brooklyn Legal Services Corporation A 260 Broadway 2nd Floor Brooklyn, NY 11211	none	PC	payments for fellowships	32,367
Total  3a				3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Cabrini Green Legal Aid 740 N Milwaukee Avenue Chicago,IL 60642	none	PC	payments for fellowships	27,841
California Rural Legal Assistance Inc 631 Howard Street Suite 300 San Francisco,CA 94105	none	PC	payments for fellowships	59,265
Casa Cornelia Law Center 2760 Fifth Avenue Suite 200 San Diego,CA 92103	none	PC	payments for fellowships	27,515
Chicago Alliance Against Sexual Exploitation 3304 N Lincoln Avenue Suite 202 Chicago,IL 60657	none	PC	payments for fellowships	27,521
Community Legal Aid Society 100 W 10th Street Suite 801 Wilmington,DE 19801	none	PC	payments for fellowships	30,842
Community Legal Services and Counseling Center One West Street Cambridge,MA 02139	none	PC	payments for fellowships	28,971
Community Legal Services in East Pal Alto 2117-B University Avenue East Palo Alto,CA 94303	none	PC	payments for fellowships	26,472
Disability Rights Advocates 2001 Center Street 4th Floor Berkeley,CA 94704	none	PC	payments for fellowships	27,363
Disability Rights Legal Center 800 South Figueroa St Suite 1120 Los Angeles,CA 90017	none	PC	payments for fellowships	30,135
Disability Rights Texas 7800 Shoal Creek Blvd Suite 142-S Austin,TX 78757	none	PC	payments for fellowships	28,508
East Bay Community Law Center 2921 Adeline Street Berkeley,CA 94703	none	PC	payments for fellowships	27,402
Elizabeth Johnston 11 Dupont Circle NW Suite 800 Washington,DC 20036	none	NC	payments for fellowships	3,014
Equal Rights Advocates 180 Howard Street Suite 300 San Francisco,CA 94105	none	PC	payments for fellowships	26,985
Equip for Equality 20 N Michigan Ave Suite 300 Chicago,IL 60602	none	PC	payments for fellowships	30,321
Greater Boston Legal Services 197 Friend Street Boston,MA 02114	none	PC	payments for fellowships	127,895
Total  3a				3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hannah Weinberger-Divack 1444 Eye Street NW Suite 1100 Washington, DC 20005	none	NC	payments for fellowships	4,482
Homeless Persons Representation Project 201 North Charles Street Suite 110 Baltimore, MD 21201	none	PC	payments for fellowships	56,779
Inner City Law Center 1309 East Seventh Street Los Angeles, CA 90021	none	PC	payments for fellowships	55,595
Just Children Legal Aid Justice Center 1000 Preston Avenue Suite A Charlottesville, VA 22903	none	PC	payments for fellowships	29,051
Kate Webster 429 West 127th Street New York, NY 10027	none	NC	payments for fellowships	21,217
Laurie Ball Cooper 6402 Arlington Blvd Suite 300 Falls Church, VA 22042	none	NC	payments for fellowships	4,068
Lawyers Committee for Civil Rights 1401 New York Avenue NW Suite 400 Washington, DC 20005	none	PC	payments for fellowships	54,325
Legal Aid Foundation of Los Angeles 1550 W 8th Street Los Angeles, CA 90017	none	PC	payments for fellowships	55,331
Legal Aid of Western Ohio Inc 118 N Clinton Street Defiance, OH 43512	none	PC	payments for fellowships	27,717
Legal Aid Society of San Mateo County 521 East Fifth Avenue San Mateo, CA 94402	none	PC	payments for fellowships	27,945
Legal Aid Society of the District of Columbia 1331 H Street NW Suite 350 Washington, DC 20005	none	PC	payments for fellowships	28,109
Legal Assistance Foundation of Metropolitan Chicag 120 S LaSalle Street Suite 900 Chicago, IL 60603	none	PC	payments for fellowships	77,237
Legal Services Center 122 Boylston Street Jamaica Plain, MA 02130	none	PC	payments for fellowships	87,734
Legal Services for Children 1254 Market Street 3rd Floor San Francisco, CA 94102	none	PC	payments for fellowships	38,207
Legal Services of Eastern Missouri 4232 Forest Park Avenue St Louis, MO 63108	none	PC	payments for fellowships	19,103
Total  3a				3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Legal Services of Greater Miami 3000 Biscayne Boulevard Suite 500 Miami, FL 33137	none	PC	payments for fellowships	55,107
Lisa Hirsch 88 East Newtown Street Vose 5 Boston, MA 02118	none	NC	payments for fellowships	2,606
Make the Road New York 301 Grove Street Brooklyn, NY 11237	none	PC	payments for fellowships	28,066
Margaretta Homsey Kroeger 197 Friend Street Boston, MA 02114	none	NC	payments for fellowships	3,441
Marni Von Wilpert PO Box 191 Indianola, MS 38751	none	NC	payments for fellowships	2,225
Massachusetts Law Reform Institute 99 Chauncy Street Suite 500 Boston, MA 02111	none	PC	payments for fellowships	30,798
Matthew Sykes 1401 New York Avenue NW Suite 400 Washington, DC 20005	none	NC	payments for fellowships	7,758
MFY Legal Services 299 Broadway 4th Floor New York, NY 10007	none	PC	payments for fellowships	60,264
Michigan Children's Law Center 1025 E Forest Ave 139 Detroit, MI 48207	none	PC	payments for fellowships	29,895
Mississippi Center for Justice PO Box 191 Indianola, MS 38751	none	PC	payments for fellowships	20,885
Mountain State Justice 1031 Quarrier Street Charleston, WV 25301	none	PC	payments for fellowships	26,373
National Association of the Deaf 8630 Fenton Street Suite 820 Silver Spring, MD 20910	none	PC	payments for fellowships	62,625
National Employment Law Project 3435 Wilshire Blvd Suite 2850 Los Angeles, CA 90010	none	PC	payments for fellowships	13,340
National Immigration Law Center 3435 Wilshire Blvd Suite 2850 Los Angeles, CA 90010	none	PC	payments for fellowships	27,062
National Senior Citizens Law Center 1444 Eye Street NW Suite 1100 Washington, DC 20005	none	PC	payments for fellowships	28,834
Total			3a	3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
National Women's Law Center 11 Dupont Circle NW Suite 800 Washington, DC 20036	none	PC	payments for fellowships	62,671
Neighborhood Legal Services of Los Angeles County 13327 Van Nuys Blvd Pacoima, CA 91331	none	PC	payments for fellowships	37,841
New Jersey Institute of Social Justice 60 Park Place Suite 511 Newark, NJ 07102	none	PC	payments for fellowships	32,335
New Orleans Workers' Center for Racial Justice 217 North Prieur Street New Orleans, LA 70112	none	PC	payments for fellowships	28,054
New York Civil Liberties Union 125 Broad Street 19th Floor New York, NY 10004	none	PC	payments for fellowships	29,186
New York Lawyers for the Public Interest 151 West 30th Street 11th Floor New York, NY 10001	none	PC	payments for fellowships	29,182
New York Legal Assistance Group 7 Hanover Square 18th Floor New York, NY 10004	none	PC	payments for fellowships	78,535
Paulina Davis 151 West 30th Street 5th Floor New York, NY 10001	none	NC	payments for fellowships	2,937
Philadelphia Legal Assistance 42 S 15th Street Suite 500 Philadelphia, PA 19102	none	PC	payments for fellowships	57,533
Public Advocates Inc 131 Steuart Street Suite 300 San Francisco, CA 94105	none	PC	payments for fellowships	30,698
Public Counsel 610 South Ardmore Avenue Los Angeles, CA 90005	none	PC	payments for fellowships	53,796
Public Interest Law Center 1709 Benjamin Franklin Parkway - 2n Philadelphia, PA 19103	none	PC	payments for fellowships	32,921
Rhode Island Legal Services Inc 56 Pine Street Suite 400 Providence, RI 02903	none	PC	payments for fellowships	35,474
Sanctuary for Families Center for Battered Women's PO Box 1406 Wall Street Station New York, NY 10268	none	PC	payments for fellowships	58,033
Sargent Shriver National Center on Poverty Law 50 E Washington Street Suite 500 Chicago, IL 60602	none	PC	payments for fellowships	29,254
Total			3a	3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Selfhelp Community Services 520 Eighth Avenue 5th Floor New York, NY 10018	none	PC	payments for fellowships	16,812
Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	none	PC	payments for fellowships	54,715
Swords to Plowshares 1060 Howard Street San Francisco, CA 94103	none	PC	payments for fellowships	57,257
Tahrir Justice Center 6402 Arlington Blvd Suite 300 Falls Church, VA 22042	none	PC	payments for fellowships	24,777
Texas RioGrande Legal Aid 4920 N IH-35 Austin, TX 78751	none	PC	payments for fellowships	57,185
The Aire Centre third floor 17 red lion square london wc1r 4qh UK	none	NC	payments for fellowships	23,693
The Alliance for Children's Rights 3333 Wilshire Blvd Suite 550 Los Angeles, CA 90010	none	PC	payments for fellowships	85,045
The Bronx Defenders 860 Courtlandt Avenue Bronx, NY 10451	none	PC	payments for fellowships	27,069
The Door 121 Avenue of the Americas 3rd Fl New York, NY 10013	none	PC	payments for fellowships	31,213
The Legal Aid Society 199 Water Street New York, NY 10038	none	PC	payments for fellowships	58,892
The Legal Aid Society of the District of Columbia 1331 H Street NW Suite 350 Washington, DC 20005	none	PC	payments for fellowships	66,787
The Legal Aid Society Employment Law Center 180 Montgomery Street Suite 600 San Francisco, CA 94104	none	PC	payments for fellowships	65,077
Washington Lawyers' Committee for Civil Rights and 11 Dupont Circle NW Suite 400 Washington, DC 20036	none	PC	payments for fellowships	56,142
Youth Advocacy Foundation Ten Malcolm X Boulevard Roxbury, MA 02119	none	PC	payments for fellowships	58,613
A BETTER BALANCE 314 W 54TH STREET NEW YORK, NY 10019	none	PC	payments for fellowships	10,000
Total ➡ 3a				3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FAMILY DEFENSE CENTER 70 E LAKE ST SUITE 1100 CHICAGO,IL 60601	none	PC	payments for fellowships	10,000
BROOKDALE CENTER FOR HEALTHY AGING 2180 THIRD AVENUE NEWYORK,NY 10035	none	PC	payments for fellowships	10,000
THE LEGAL AID SOCIETY OF CLEVELAND 1223 W6TH STREET CLEVELAND,OH 44113	none	PC	payments for fellowships	10,000
DISABILITY LAW CENTER INC 11 BEACON STREET SUITE 925 BOSTON,MA 02108	none	PC	payments for fellowships	10,000
URBAN JUSTICE CENTER 123 WILLIAM STREET NEWYORK,NY 10038	none	PC	payments for fellowships	10,000
MISSISSIPPI WORKERS' CTR FOR HUMAN RIGHTS 213 MAIN STREET GREENVILLE,MI 38701	none	PC	payments for fellowships	10,000
ACLU OF SOUTHERN CALIFORNIA 1313 W8TH STREET SUITE 200 LOS ANGELES,CA 90017	none	PC	payments for fellowships	10,000
NORTHERN CALIFORNIA INNOCENCE PROJECT 500 EL CAMINO REAL SANTA CLARA,CA 95053	NONE	PC	PAYMENTS FOR FELLOWSHIP	10,000
LEGAL AID FOUNDATION OF LOS ANGELES 110 PINE AVENUE LONG BEACH,CA 90802	NONE	PC	PAYMENTS FOR FELLOWSHIP	10,000
THE LEGAL AID SOCIETY 314 W 54TH STREET NEWYORK,NY 10019	NONE	PC	PAYMENT FOR FELLOWSHIP	10,000
DEAF WE CAN 2111 ORCHARD LAKE ROAD 101 SYLVAN LAKE,MI 48320	NONE	PC	PAYMENTS FOR FELLOWSHIP	10,000
NEW MEDIA ADVOCACY PROJECT 1878 COUNTY RT 21 VALATIE,NY 12184	NONE	PC	PAYMENTS FOR FELLOWSHIP	10,000
GREAT OAKLAND PUBLIC SCHOOLS LDRSHP CTR 54 WASHINGTON STREET OAKLAND,CA 94607	NONE	PC	PAYMENTS FOR FELLOWSHIPS	10,000
THE LEGAL AID SOCIETY EMPLOYMENT LAW CTR 180 MONTGOMERY STREET SUITE 600 SAN FRANCISCO,CA 94104	NONE	PC	PAYMENTS FOR FELLOWSHIPS	10,000
NATIONAL EMPLOYMENT LAW PROJECT 75 MAIDEN LANE SUITE 601 NEWYORK,NY 10038	NONE	PC	PAYMENTS FOR FELLOWSHIPS	5,000
Total  3a				3,541,331

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DNA PEOPLE'S LEGAL SERVICES DNA CENTRAL ADMINISTRATION PO BOX 306 WINDOW ROCK,AZ 96515	NONE	PC	PAYMENTS FOR FELLOWSHIP	5,000
CASA CORNELIA LAW CENTER 2760 FIFTH AVENUE SUITE 200 SAN DIEGO,CA 92103	NONE	PC	PAYMENT FOR FELLOWSHIP	5,000
Total  3a				3,541,331

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2013
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Name of the organization The Skadden Foundation	Employer identification number 13-3455231
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 33¹/₃% 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 for 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 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 990PF, 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 The Skadden Foundation	Employer identification number 13-3455231
---	---

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
_____	See Additional Data Table _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Name of organization The Skadden Foundation	Employer identification number 13-3455231
---	---

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
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization The Skadden Foundation	Employer identification number 13-3455231
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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
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 13-3455231

Name: The Skadden Foundation

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Eric Friedman 4 Times Square New York, NY 10036	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>2</u>	ROBERT SHEEHAN 320 CENTRAL PARK WEST APT 16 NEW YORK, NY 10025	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>3</u>	PETER J SIMSHAUSER 43 GROVE HILL AVENUE NEWTON, MA 02460	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>4</u>	ERICH T SCHWARTZ 4839 COLORADO AVE NW WASHINGTON, DC 20011	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>5</u>	STEPHEN C ROBINSON 7 EAST 17TH STREET FLOOR 5 NEW YORK, NY 10003	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>6</u>	HARRIET POSNER 9212 HAZEN DR BEVERLY HILLS, CA 90210	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>7</u>	ALAN C MYERS 47 EAST 88TH STREET APT 7A NEW YORK, NY 10128	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>8</u>	ERIC J GORMAN 1128 WEST GEORGE ST CHICAGO, IL 60657	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>9</u>	C BENJAMIN CRISMAN JR 20 WEST KIRKE STREET CHEVY CHASE, MD 20815	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>10</u>	MARGRET A BROWN 15 GREYSTONE RD NAHANT, MA 01908	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>11</u>	THOMAS J ALLINGHAM II 927 WESTOVER RD WESTOVER HILLS GREENVILLE, DE 19807	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>12</u>	JOSE R ALLEN 5 SEA VIEW TERRACE SAN FRANCISCO, CA 94121	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>13</u>	Skadden Arps Slate Meagher Flo Four Times Square New York, NY 10036	\$ 6,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>14</u>	Ronald Tabak four times square new york, NY 10036	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
<u>15</u>	LAUREN E AGUIAR 245 WEST 99TH ST APT 10A NEW YORK, NY 10025	\$ 7,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Skadden Foundation

EIN: 13-3455231

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Expenditure Responsibility Statement

Name: The Skadden Foundation

EIN: 13-3455231

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
The Aire Centre	Third Floor 17 Red Lion Square London WC1R 4QH UK		23,693	payments for fellowships		NO	various		funds were used as intended - to fund fellowships
Advice on Individual Rights in Europe	17 RED LION SQUARE 3RD FLOOR LONDON WC1R 4QH UK		11,988	PAYMENTS FOR FELLOWSHIPS		NO	VARIOUS		funds were used as intended - to fund fellowships

**TY 2013 Investments Corporate
Bonds Schedule**

Name: The Skadden Foundation
EIN: 13-3455231

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BOND FUNDS	2,542,949	2,542,949

TY 2013 Investments Corporate Stock Schedule

Name: The Skadden Foundation

EIN: 13-3455231

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	2,533,553	2,533,553

TY 2013 Investments Government Obligations Schedule

Name: The Skadden Foundation

EIN: 13-3455231

US Government Securities - End of

Year Book Value:

416,461

US Government Securities - End of

Year Fair Market Value:

416,461

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule**Name:** The Skadden Foundation**EIN:** 13-3455231

TY 2013 Land, Etc. Schedule**Name:** The Skadden Foundation**EIN:** 13-3455231

TY 2013 Other Expenses Schedule**Name:** The Skadden Foundation**EIN:** 13-3455231

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	542	0	0	542
MOVING EXPENSES	6,963			6,963
ADMINISTRATIVE EXPENSES	9,260			7,820
PAYROLL PROCESSING FEES	25			25
DUES AND MEMBERSHIP FEES	675			675
INSURANCE EXPENSE	3,628			3,628
MISCELLANEOUS	4,497			4,497
REGISTRATION FEE	1,000			1,000

TY 2013 Other Increases Schedule

Name: The Skadden Foundation

EIN: 13-3455231

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	32,820

TY 2013 Other Professional Fees Schedule

Name: The Skadden Foundation

EIN: 13-3455231

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK AND INVESTMENT FEES	23,669	23,669	0	0

TY 2013 Taxes Schedule**Name:** The Skadden Foundation**EIN:** 13-3455231

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	9,000			
PAYROLL TAXES	12,414	0	0	12,414