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
THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

A Employer identification number 13-3693582

Number and street (or P O box number if mail is not delivered to street address) Room/suite
655 MADISON AVENUE, 11TH FLOOR

B Telephone number 212-521-2930

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10065

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 ☐ 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: ☒ 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)* ▶$ 55,833,229.

J Accounting method: ☒ 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 ▶☐

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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	4,378,500.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	166.	166.		Statement 1
	4 Dividends and interest from securities	3,801.	3,801.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,973,322.			
	b Gross sales price for all assets on line 6a 8,531,209.				
	7 Capital gain net income (from Part IV, line 2)		5,973,322.		
	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	10,423.	0.		Statement 3
	12 **Total.** Add lines 1 through 11	10,366,212.	5,977,289.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	76,948.	1,525.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	21,792.	0.		21,792.
	22 Printing and publications				
	23 Other expenses Stmt 5	372.	372.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	99,112.	1,897.		21,792.
	25 Contributions, gifts, grants paid	17,009,117.			17,009,117.
	26 **Total expenses and disbursements.** Add lines 24 and 25	17,108,229.	1,897.		17,030,909.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<6,742,017.>			
	b **Net investment income** (if negative, enter -0-)		5,975,392.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,277,802.	2,515,165.	2,515,165.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	14,009,277.	12,479,035.	53,318,064.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	16,287,079.	14,994,200.	55,833,229.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	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	16,287,079.	14,994,200.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	16,287,079.	14,994,200.	
	31 **Total liabilities and net assets/fund balances**	16,287,079.	14,994,200.	

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	16,287,079.
2	Enter amount from Part I, line 27a	2	<6,742,017.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	9,528,228.
4	Add lines 1, 2, and 3	4	19,073,290.
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	4,079,090.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,994,200.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENT	P	Various	Various
b	SEE ATTACHED STATEMENT	P	Various	Various
c	ESL LIMITED	P	Various	Various
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	664,556.		634,230.	30,326.
b	3,434,601.		1,119,448.	2,315,153.
c	4,432,052.		804,209.	3,627,843.
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				30,326.
b				2,315,153.
c				3,627,843.
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** 5,973,322.

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	27,258,658.	62,203,699.	.438216
2011	9,295,645.	60,925,707.	.152573
2010	8,931,181.	57,156,072.	.156260
2009	8,241,381.	49,885,358.	.165206
2008	5,744,271.	59,321,772.	.096832

2	**Total** of line 1, column (d)	2	1.009087
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	.201817
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	60,000,876.
5	Multiply line 4 by line 3	5	12,109,197.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	59,754.
7	Add lines 5 and 6	7	12,168,951.
8	Enter qualifying distributions from Part XII, line 4	8	17,030,909.

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	59,754.
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	59,754.
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	59,754.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	75,423.		
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	75,423.
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	15,669.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	15,669.	**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) ▶ DE,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 Stmt 10	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)	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 ▶ BARRY L. BLOOM, ESQ. Telephone no. ▶ 212-521-2930
Located at ▶ 655 MADISON AVENUE, 11TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10065-8068

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 ☒ 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
THOMAS J. TISCH 667 MADISON AVENUE, NY, NY 10065	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
ALICE M. TISCH 667 MADISON AVENUE, NY, NY 10065	SNR. VICE PRESIDENT, DIREC 0.00	0.	0.	0.
BARRY L. BLOOM 655 MADISON AVENUE, 11TH FL, NY, NY 1	SECRETARY/TREASURER 0.00	0.	0.	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
NONE				

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
NONE		

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	0.
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	
2	
All other program-related investments. See instructions. 3 N/A	0.
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	6,494,758.
b	Average of monthly cash balances	1b	1,373,649.
c	Fair market value of all other assets	1c	53,046,188.
d	**Total** (add lines 1a, b, and c)	1d	60,914,595.
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	60,914,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	913,719.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,000,876.
6	**Minimum investment return.** Enter 5% of line 5	6	3,000,044.

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	3,000,044.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	59,754.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	59,754.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,940,290.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,940,290.
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	2,940,290.

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	17,030,909.
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	17,030,909.
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	59,754.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,971,155.

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					2,940,290.
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	2,980,296.				
b From 2009	4,897,229.				
c From 2010	6,078,189.				
d From 2011	6,314,100.				
e From 2012	24,286,773.				
f Total of lines 3a through e		44,556,587.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 17,030,909.					
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					2,940,290.
e Remaining amount distributed out of corpus		14,090,619.			
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		58,647,206.			
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		2,980,296.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		55,666,910.			
10 Analysis of line 9:					
a Excess from 2009	4,897,229.				
b Excess from 2010	6,078,189.				
c Excess from 2011	6,314,100.				
d Excess from 2012	24,286,773.				
e Excess from 2013	14,090,619.				

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
SEE ATTACHED SCHEDULE				17,009,117.
Total			▶ 3a	17,009,117.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	61.	
4 Dividends and interest from securities			14	3,906.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	5,973,322.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL EXCISE TAX					
b REFUND					10,423.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,977,289.	10,423.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,987,712.

(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).
11A	FEDERAL EXCISE TAX REFUND FOR 2012

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

▶ AUG 13 2014 ▶ PRESIDENT

Signature of officer or trustee Date Title

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number
13-3693582

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year .... ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization	Employer identification number
THE ALICE M. & THOMAS J. TISCH FOUNDATION, INC.	13-3693582

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILMA S. TISCH C/O BARRY L. BLOOM, 655 MADISON AVENUE, 11TH FL NEW YORK, NY 10065	$ 4,378,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number

13-3693582

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
1	10,000 SHARES OF AUTOZONE INC. COMMON STOCK	$ 4,378,500.	07/23/13

(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 ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number

13-3693582

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) ▶ $

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

(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

(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

(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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
J.P. MORGAN CHASE	61.	61.	
NORTHERN TRUST COMPANY	105.	105.	
Total to Part I, line 3	166.	166.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
NORTHERN TRUST COMPANY: DIVIDENDS	3,801.	0.	3,801.	3,801.	
To Part I, line 4	3,801.	0.	3,801.	3,801.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FEDERAL EXCISE TAX REFUND	10,423.	0.	
Total to Form 990-PF, Part I, line 11	10,423.	0.	

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	75,423.	0.		0.
NEW YORK STATE FILING FEES	1,500.	1,500.		0.
DELAWARE ANNUAL REPORT FEES	25.	25.		0.
To Form 990-PF, Pg 1, ln 18	76,948.	1,525.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CORPORATE AGENCY FEES	337.	337.		0.
ADMINISTRATIVE FEES	35.	35.		0.
To Form 990-PF, Pg 1, ln 23	372.	372.		0.

Footnotes Statement 6

THE TAXPAYER ACQUIRED AN INTEREST IN A FOREIGN CORPORATION IN 2012. THE TAXPAYER, UNDER REG. SECTION 1.959-1(D) IS ESTABLISHING THE RIGHT TO THE EXCLUSION OF PREVIOUSLY TAXED INCOME UNDER SECTION 959 OF THE INTERNAL REVENUE CODE.

FOREIGN CORPORATION NAME AND ADDRESS:

SEARS CANADA INC
290 YONGE ST., SUITE 700
TORONTO, ONTARIO M5B 2C3 CANADA

US SHAREHOLDER FROM WHOM THE FOREIGN STOCK INTEREST IS ACQUIRED:

SEARS HOLDINGS CORPORATION
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179

ON NOVEMBER 13, 2012, SEARS HOLDINGS CORPORATION ("SEARS HOLDINGS") DISTRIBUTED APPROXIMATELY 45 MILLION COMMON SHARES OF SEARS CANADA INC. ("SEARS CANADA") AS A TAXABLE DIVIDEND TO HOLDERS OF SEARS HOLDINGS COMMON STOCK.

IN CONNECTION WITH THE DISTRIBUTION, SEARS HOLDINGS RECOGNIZED GAIN FOR U.S. FEDERAL INCOME TAX PURPOSES. A PORTION OF THIS GAIN WAS RECHARACTERIZED UNDER IRC SECTION 1248 AS DIVIDEND TO THE EXTENT OF SEARS CANADA EARNINGS AND PROFITS ATTRIBUTABLE TO SUCH DISTRIBUTED COMMON SHARES. THE AMOUNT TREATED AS A DIVIDEND UNDER SECTION 1248 OF THE CODE HAS BECOME PREVIOUSLY TAXED INCOME UNDER SECTION 959 OF THE CODE.

ADDITIONALLY, SEARS HOLDINGS ENTERED INTO AN AGREEMENT WITH THE IRS PURSUANT TO WHICH THE PARTIES HAVE AGREED THAT THE AMOUNT OF PREVIOUSLY TAXED INCOME ATTRIBUTABLE TO EACH SHARE OF SEARS CANADA STOCK DISTRIBUTED, IS EQUAL TO THE SECTION 1248 AMOUNT.

AMOUNT OF PREVIOUSLY TAXED INCOME EXCLUDED:	26,849.

THE INCOME EXCLUDED UNDER 959 WAS INCLUDED BY SEARS HOLDINGS CORPORATION, WHO HAS ISSUED A STATEMENT TO SHAREHOLDERS STATING THAT THE "PREVIOUSLY TAXED INCOME" AMOUNT ATTRIBUTED TO EACH SHARE OF SEARS CANADA STOCK DISTRIBUTED IN THE PUBLIC DISTRIBUTION IS CAD $4.38.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 7

Description	Amount
EXCESS OF FAIR MARKET VALUE OVER BASIS OF STOCK CONTRIBUTED	9,528,228.
Total to Form 990-PF, Part III, line 3	9,528,228.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 8

Description	Amount
ALTERNATE BASIS OF AUTOZONE STOCK CONTRIBUTED	4,079,088.
ROUNDING	2.
Total to Form 990-PF, Part III, line 5	4,079,090.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
ESL LIMITED	9,271,073.	48,134,307.
6,300 SHS OF AUTOZONE INC.	188,629.	3,011,022.
29,222 SHS OF SEARS HOLDINGS CORP.	2,265,502.	1,433,047.
6,540 SHS OF SEARS CANADA	43,028.	81,031.
3,486 SHS OF SEARS HOMETOWN & OUTLET STORES	170,814.	88,893.
0 SHS OF ORCHARD SUPPLY HARDWARE CORP.	0.	0.
1,801 SHS OF OSH 1 LIQUIDATING CORP. PFD CL A	3,151.	18.
11,466 SHS OF AUTONATION INC	536,838.	569,746.
Total to Form 990-PF, Part II, line 10b	12,479,035.	53,318,064.

Form 990-PF List of Substantial Contributors Statement 10
Part VII-A, Line 10

Name of Contributor	Address
WILMA S. TISCH	C/O BARRY L. BLOOM, 655 MADISON AVENUE, 11TH FL NEW YORK, NY 10065
THOMAS J. TISCH	667 MADISON AVENUE NEW YORK, NY 10065

TFMG Associates LLC
REALIZED GAINS AND LOSSES
Alice & Thomas Tisch Foundation, Inc.
920

2606035

From 01-01-13 Through 12-31-13

									Gain Or Loss	
Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Proceeds per share	Proceeds	Short Term	Long Term
COMMON STOCK										
AUTONATION INC										
06-10-13	06-14-13	8,000	AUTONATION INC	46 82	374,560 00		44 21	353,714 64	(20,845 36)	
AUTOZONE INC										
05-07-10	06-14-13	1,000	AUTOZONE INC	175 45	175,447 60		421.57	421,567 66		246,120 06
05-07-10	09-30-13	2,000	AUTOZONE INC	175 45	350,895 20		423 74	847,488 85		496,593 65
05-07-10	09-30-13	2,500	AUTOZONE INC	175 45	438,619 00		423 74	1,059,361 06		620,742 06
12-31-98	09-30-13	1,500	AUTOZONE INC	29 94	44,911 75		423.74	635,616 64		590,704 89
12-31-98	12-18-13	1,000	AUTOZONE INC	29 94	29,941 17		470 35	470,352 91		440,411 74
AUTOZONE INC.					**1,039,814.72**			**3,434,387.12**		**2,394,572.40**
ORCHARD SUPPLY HARDWARE CORP										
06-10-13	08-12-13	422	ORCHARD SUPPLY HARDWARE CORP	3 04	1,282 88		0 31	131 28	(1,151 60)	
12-31-09	08-12-13	689	ORCHARD SUPPLY HARDWARE CORP	115 58	79,633.45		0.31	214 34		(79,419.11)
ORCHARD SUPPLY HARDWARE CORP.					**80,916.33**			**345.62**	**(1,151.60)**	**(79,419.11)**
SEARS HOMETOWN & OUTLET STORES										
10-05-12	06-14-13	3,330	SEARS HOMETOWN & OUTLET STORES	24 29	80,871 75		44 00	146,532 10	65,660 35	
10-05-12	06-14-13	156	SEARS HOMETOWN & OUTLET STORES	15 00	2,340 00		44 00	6,864 57	4,524.57	
06-10-13	06-14-13	3,575	SEARS HOMETOWN & OUTLET STORES	49 00	175,175 00		44 00	157,312 99	(17,862 01)	
SEARS HOMETOWN & OUTLET STORES					**258,386.75**			**310,709.66**	**52,322.91**	
TOTAL COMMON STOCK					**1,753,677.80**			**4,099,157.04**	**30,325.95**	**2,315,153.29**
TOTAL GAINS									**70,184.92**	**2,394,572.40**
TOTAL LOSSES									(39,858.97)	(79,419 11)
					1,753,677.80	0.00		4,099,157.04	30,325.95	2,315,153.29
TOTAL REALIZED GAIN/LOSS			2,345,479 24							

ALICE M. & THOMAS J. TISCH FOUNDATION, INC.
GRANTS
FOR THE YEAR ENDED DECEMBER 31, 2013

PAYEE	AMOUNT	LOCATION
ADVANCING HUMAN RIGHTS	250,000.00	NEW YORK, NEW YORK
ALVIN AILEY DANCE FOUNDATION, INC	2,250.00	NEW YORK, NEW YORK
AMBER WAVES FARM	20,000.00	AMAGANSETT, NEW YORK
AMERICAN FRIENDS OF THE ISRAEL MUSEUM	125,000.00	NEW YORK, NEW YORK
AMERICAN FRIENDS OF THE MUSEE' D'ORSAY	9,600.00	WASHINGTON, D.C
AMERICA'S SECOND HARVEST OF COASTAL GEORGIA INC	5,000 00	SAVANNAH, GEORGIA
AMERICAN SOCIETY FOR YAD VASHEM INC.	10,000.00	NEW YORK, NEW YORK
APOLLO THEATRE FOUNDATION INC.	100,000.00	NEW YORK, NEW YORK
ARTISTS SPACE INC.	5,000 00	NEW YORK, NEW YORK
ARTTABLE, INC	1,000 00	NEW YORK, NEW YORK
ATLANTA HISTORICAL SOCIETY, INC -ATLANTA HISTORY CENTER	5,000.00	ATLANTA, GEORGIA
AZUERO EARTH PROJECT INC	20,000.00	EAST HAMPTON, NEW YORK
BARD COLLEGE	250,000.00	ANNANDALE ON HUDSON, NEW YORK
BROOKLYN ACADEMY OF MUSIC	4,468.00	BROOKLYN, NEW YORK
BROWN UNIVERSITY-ANNUAL FUND	9,527,108.78	PROVIDENCE, RHODE ISLAND
BROWN UNIVERSITY-HILLEL PROJECT	60,000 00	PROVIDENCE, RHODE ISLAND
CALVIN COOLDIGE MEMORIAL FOUNDATION, INC.	25,000.00	PLYMOUTH, VERMONT
CATHOLIC MEDICAL MISSION BOARD, INC	10,000 00	NEW YORK, NEW YORK
CENTER FOR COMPREHENSIVE HEALTH PRACTICE INC.	2,500.00	NEW YORK, NEW YORK
CENTRAL PARK CONSERVANCY INC.-25kok	50,000 00	NEW YORK, NEW YORK
CHABAD AT YALE UNIVERSITY	1,000.00	NEW HAVEN, CONNECTICUT
CHABAD'S CHILDREN OF CHERNOBYL	10,000 00	NEW YORK, NEW YORK
CHANGING CHILDREN'S LIVES	1,000.00	NEW HAVEN, CONNECTICUT
CHILD MIND INSTITUTE INC.	15,000.00	NEW YORK, NEW YORK
CHILDREN'S MUSEUM OF MANHATTAN	25,000 00	NEW YORK, NEW YORK
CHILDREN'S TUMOR FOUNDATION	1,000.00	NEW YORK, NEW YORK
CHINATI FOUNDATION	1,000.00	MARFA, TEXAS
CITIZENS' COMMITTEE FOR CHILDREN OF NEW YORK	500.00	NEW YORK, NEW YORK
CLASSICAL AMERICAN HOMES PRESERVATION TRUST	*26,000 00*	NEW YORK, NEW YORK
COLLEGIATE SCHOOL	1,993,506.11	NEW YORK, NEW YORK
COLUMBIA UNIVERSITY-COLUMBIA BUSINESS SCHOOL	5,000.00	NEW YORK, NEW YORK
COMMUNITY SHUL OF MONTECITO & SANTA BARBARA-AVI SCHAEFER FUND	25,000.00	SANTA BARBARA, CALIFORNIA
CONFERENCE OF PRESIDENTS OF MAJOR JEWISH ORGANIZATIONS FUND	15,000.00	NEW YORK, NEW YORK
CONGREGATION EMANU-EL OF THE CITY OF NEW YORK	4,650.00	NEW YORK, NEW YORK
CONGREGATION OR ZARUA	89,900.00	NEW YORK, NEW YORK
DIA CENTER FOR THE ARTS-DIA ART FOUNDATION	4,550.00	NEW YORK, NEW YORK
EAST HAMPTON LIBRARY	2,500.00	EAST HAMPTON, NEW YORK
EAST HAMPTON HISTORICAL SOCIETY INC	250.00	EAST HAMPTON, NEW YORK
EPISCOPAL SCHOOL IN THE CITY OF NEW YORK	5,000.00	NEW YORK, NEW YORK
ETHICAL CULTURE FIELDSTON SCHOOL	100,000.00	NEW YORK, NEW YORK
FASHION INSTITUTE OF TECHNOLGY FOUNDATION	2,500.00	NEW YORK, NEW YORK
FILM SOCIETY OF LINCOLN CENTER INC.	8,200 00	NEW YORK, NEW YORK
FOOTSTEPS, INC.	25,000.00	NEW YORK,.NEW YORK
FRIENDS OF THE HIGH LINE INC	5,000.00	NEW YORK, NEW YORK
GUILD HALL OF EAST HAMPTON, INC	15,000.00	EAST HAMPTON, NEW YORK
HEALTH AND HUMANITARIAN AID FOUNDATION INC.	10,000.00	GARNERVILLE, NEW YORK
HEALTHCARE CHAPLAINCY INC.	10,000.00	NEW YORK, NEW YORK
HENRY KAUFMAN CAMPGROUNDS, INC	25,000.00	PEARL RIVER, NEW YORK
HENRY STREET SETTLEMENT	5,000.00	NEW YORK, NEW YORK
HISTORIC SAVANNAH FOUNDATION, INC.	5,000.00	SAVANNAH, GEORGIA
INSTITUTE FOR JUSTICE	25,000.00	ARLINGTON, VIRGINIA
JEWISH BOARD OF FAMILY & CHILDREN'S SERVICES, INC.	26,431.21	NEW YORK, NEW YORK
JEWISH COMMUNAL FUND-ALICE M AND THOMAS J. TISCH FUND	100,000.00	NEW YORK, NEW YORK
JEWISH THEOLOGICAL SEMINARY	25,000 00	NEW YORK, NEW YORK
JOYFUL HEART FOUNDATION	5,000.00	NEW YORK, NEW YORK
KIDS OF NYU LANGONE FOUNDATION INC.	152,612.74	NEW YORK, NEW YORK
KIDS VS CANCER	5,000 00	WASHINGTON, D.C.

ALICE M. & THOMAS J. TISCH FOUNDATION, INC.
GRANTS
FOR THE YEAR ENDED DECEMBER 31, 2013

PAYEE	AMOUNT	LOCATION
KIPP ACADEMY CHARTER SCHOOL	500,000.00	BRONX, NEW YORK
KNICKERBOCKER COTILLION INC	500.00	NEW YORK, NEW YORK
LENOX HILL NEIGHBORHOOD HOUSE INC.	5,000.00	NEW YORK, NEW YORK
LIGHTHOUSE INTERNATIONAL	10,000.00	NEW YORK, NEW YORK
LINCOLN CENTER FOR THE PERFORMING ARTS	15,000.00	NEW YORK, NEW YORK
LINCOLN CENTER THEATER	34,785.00	NEW YORK, NEW YORK
LITERACY PARTNERS, INC	2,500.00	NEW YORK, NEW YORK
LOS ANGELES COUNTY MUSEUM OF ART-MUSEUM ASSOCIATES	100,000.00	LOS ANGELES, CALIFORNIA
LUNG CANCER RESEARCH FOUNDATION	1,500.00	NEW YORK, NEW YORK
MANHATTAN INSTITUTE FOR POLICY RESEARCH	500,000.00	NEW YORK, NEW YORK
METROPOLITAN WATERFRONT ALLIANCE INC	1,000.00	NEW YORK, NEW YORK
MOUNTAIN SCHOOL OF MILTON ACADEMY	50,000 00	VERSHIRE, VERMONT
NATIONAL BREAST CANCER COALITION FUND	1,000 00	WASHINGTON, D.C.
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE UNITED STATES	10,000.00	WASHINGTON, D.C
NEW ART PUBLICATIONS-BOMB MAGAZINE	1,000.00	BROOKLYN, NEW YORK
NEW MUSEUM OF CONTEMPORARY ART	1,000.00	NEW YORK, NEW YORK
NEW YORK CARES	30,000.00	NEW YORK, NEW YORK
NEW YORK CITY BALLET INC.	1,000.00	NEW YORK, NEW YORK
NEW YORK CITY OPERA INC.	100,000.00	NEW YORK, NEW YORK
NEW YORK PHILHARMONIC	40,000.00	NEW YORK, NEW YORK
NEW YORK PUBLIC RADIO-WNYC RADIO/WYNC FOUNDATION, INC.	2,500 00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY-FIGHT AGAINST CHILDHOOD EPILEPSY AND SEIZURES	5,000.00	NEW YORK, NEW YORK
NYU LANGONE MEDICAL CENTER-THE STEPHEN D. HASSENFELD CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS	46,625.00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY SCHOOL OF LAW FOUNDATION	450,000 00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY SCHOOL OF MEDICINE-ETHIOPIAN SCHOOL READINESS INITIATIVE	5,000 00	NEW YORK, NEW YORK
OHEL CHILDREN'S HOME AND FAMILY SERVICES INC.	50,000.00	BROOKLYN, NEW YORK
OPERATION SMILE INC	2,500 00	NORFOLK, VIRGINIA
P E F ISRAEL ENDOWMENT FUNDS, INC.	15,000.00	NEW YORK, NEW YORK
PRESERVATION ALLIANCE OF NEW ORLEANS INC.D/B/A PRESERVATION RESOURCE CENTER OF NEW ORLEANS	10,000.00	NEW ORLEANS, LOUISIANA
PS 1 CONTEMPORARY ART CENTER INC.	50,000.00	LONG ISLAND CITY, NEW YORK
PUBLIC ART FUND INC.	4,800.00	NEW YORK, NEW YORK
RAMAPO FOR CHILDREN INC -CAMP RAMAPO ANCHORAGE	50,000 00	RHINEBECK, NEW YORK
RANDALL'S ISLAND SPORTS FOUNDATION INC	5,000.00	NEW YORK, NEW YORK
REASON FOUNDATION	50,000.00	LOS ANGELES, CALIFORNIA
RHODE ISLAND HOSPITAL-HASBRO CHILDREN'S HOSPITAL	5,000.00	PROVIDENCE, RHODE ISLAND
ROBIN HOOD FOUNDATION	100,000.00	NEW YORK, NEW YORK
ROUNDABOUT THEATRE COMPANY INC	10,000 00	NEW YORK, NEW YORK
ST JAMES' CHURCH	1,000 00	NEW YORK, NEW YORK
ST LUKE'S CHAMBER ENSEMBLE, INC	2,500 00	NEW YORK, NEW YORK
SAVANNAH MUSIC FESTIVAL INC	50,000.00	SAVANNAH, GEORGIA
SEVENTH REGIMENT ARMORY CONSERVANCY INC.-A/K/A-PARK AVENUE ARMORY	7,280.00	NEW YORK, NEW YORK
SITE SANTA FE	1,000.00	SANTA FE, NEW MEXICO
SOLOMON R GUGGENHEIM FOUNDATION	24,715.00	NEW YORK, NEW YORK
SOLOMON SCHECHTER SCHOOL OF MANHATTAN-HIGH SCHOOL	10,000.00	NEW YORK, NEW YORK
STUDENT SPONSOR PARTNERSHIP INC.	50,000.00	NEW YORK, NEW YORK
TEACH FOR AMERICA INC.	25,000.00	NEW YORK, NEW YORK
TEACHERS COLLEGE-COLUMBIA UNIVERSITY	2,500.00	NEW YORK, NEW YORK
THE AMERICAN-SCANDINAVIAN FOUNDATION	1,000 00	NEW YORK, NEW YORK
THE BREARLEY SCHOOL	40,000.00	NEW YORK, NEW YORK
THE BREAST CANCER RESEARCH FOUNDATION, INC	10,000 00	NEW YORK, NEW YORK
THE CARTER BURDEN CENTER FOR THE AGING INC.	25,000.00	NEW YORK, NEW YORK
THE CHABAD HOUSE AT HARVARD-CHABAD HOUSE OF HARVARD SQUARE INC	25,000 00	CAMBRIDGE, MASSACHUSETTS
THE ENTERTAINMENT INDUSTRY FOUNDATION-WOMEN'S CANCER RESEARCH FUND	10,000.00	STUDIO CITY, CALIFORNIA

ALICE M. & THOMAS J. TISCH FOUNDATION, INC.
GRANTS
FOR THE YEAR ENDED DECEMBER 31, 2013

PAYEE	AMOUNT	LOCATION
THE FAMILY CENTER, INC.	2,500.00	SOMERVILLE, MASSACHUSETTS
THE FOUNDATION FOR OPPORTUNITY IN EDUCATION-A/K/A-SCHOOL CHOICE FOUNDATION	50,000.00	LATHAM, NEW YORK
THE FUND FOR PARK AVENUE NEW YORK, INC	1,000.00	NEW YORK, NEW YORK
THE GARDEN CONSERVANCY INC.	5,000.00	COLD SPRING, NEW YORK
THE JEWISH MUSEUM	20,000.00	NEW YORK, NEW YORK
THE METROPOLITAN MUSEUM OF ART	73,478 00	NEW YORK, NEW YORK
THE MUSEUM OF MODERN ART	456,847.00	NEW YORK, NEW YORK
THE NEW VICTORY THEATER-THE NEW 42ND STREET INC.	1,100.00	NEW YORK, NEW YORK
THE NEW-YORK HISTORICAL SOCIETY	175,000.00	NEW YORK, NEW YORK
THE NEW YORK PUBLIC LIBRARY	24,585 00	NEW YORK, NEW YORK
THE NEW YORK SOCIETY LIBRARY	2,775.00	NEW YORK, NEW YORK
THE PERLMAN MUSIC PROGRAM INC	1,000.00	NEW YORK, NEW YORK
THE PLAYWRIGHTS REALM	1,000.00	NEW YORK, NEW YORK
THE PUBLIC THEATER-NEW YORK SHAKESPEARE FESTIVAL	25,000.00	NEW YORK, NEW YORK
THE RHODE ISLAND COMMUNITY FOUNDATION	10,000.00	PROVIDENCE, RHODE ISLAND
THE SHALEM FOUNDATION	30,000.00	NEW YORK, NEW YORK
THE SHIELD OF DAVID INC. D/BA/ THE SHIELD INSTITUTE	5,000.00	FLUSHING, NEW YORK
THE SOCIETY OF MEMORIAL SLOAN-KETTERING	5,000.00	NEW YORK, NEW YORK
THE STUDIO MUSEUM IN HARLEM INC.	5,000.00	NEW YORK, NEW YORK
THE SUMMER CAMP, INC.	15,000.00	BRIDGTON, MAINE
THE SYLVIA CENTER INC	12,500.00	NEW YORK, NEW YORK
THE TEMPLE	0.00	ATLANTA, GEORGIA
THE UCLA FOUNDATION	10,000.00	LOS ANGELES, CALIFORNIA
THE WESTMINSTER SCHOOLS	1,000.00	ATLANTA, GEORGIA
THE YOUNG WOMEN'S LEADERSHIP NETWORK	90,000.00	NEW YORK, NEW YORK
TRINITY SCHOOL INC	6,000.00	ATLANTA, GEORGIA
VENETIAN HERITAGE INC	5,000.00	NEW YORK, NEW YORK
WELLESLEY COLLEGE	10,000.00	WELLESLEY, MASSACHUSETTS
W F ALBRIGHT INSTITUTE OF ARCHAEOLOGICAL RESEARCH	25,000.00	PHILADELPHIA, PENNSYLVANIA
WHITNEY MUSEUM OF AMERICAN ART	14,600 00	NEW YORK, NEW YORK
WORLD JEWISH CONGRESS AMERICAN SECTION INC.	100,000.00	NEW YORK, NEW YORK
YIVO INSTITUTE FOR JEWISH RESEARCH	15,000.00	NEW YORK, NEW YORK
YOUNG ADULT INSTITUTE, INC./NATIONAL INSTITUTE FOR PEOPLE WITH DISABILITIES NETWORK	2,500.00	NEW YORK, NEW YORK NEW YORK, NEW YORK
TOTAL	17,009,116.84	

All contributions were made to further educational, religious, medical, cultural, societal and environmental causes.

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 ▶ ☒
- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE ALICE M. & THOMAS J. TISCH FOUNDATION, INC.	Employer identification number (EIN) or 13-3693582
	Number, street, and room or suite no. If a P.O. box, see instructions. 655 MADISON AVENUE, 11TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10065	

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 ▶ BARRY L. BLOOM, ESQ. 655 MADISON AVENUE, 11TH FLOOR - NEW YORK, NY 10065-8068

  Telephone No. ▶ 212-521-2930 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:

▶ ☒ 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	$ 59,754.
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	$ 75,423.
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	$ 0.

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.