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Form **990-PF** (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	517,914	1,317,345	1,317,345
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ <u>4,207,931</u> Less allowance for doubtful accounts ▶ _____		4,207,931	4,207,931
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,218,662	32,421,376	32,421,376
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	7,600	7,600	7,600
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,744,176	37,954,252	37,954,252
	17	Accounts payable and accrued expenses	20		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	20	0	
		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	5,744,156	37,954,252	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,744,176	37,954,252	

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	5,744,156
2	Enter amount from Part I, line 27a	2	3,175,576
3	Other increases not included in line 2 (itemize) ▶ _____	3	29,034,520
4	Add lines 1, 2, and 3	4	37,954,252
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	37,954,252

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a	See Additional Data Table		
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	357,812
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	329,561	5,067,722	0 065031
2011	187,491	5,010,762	0 037418
2010	10,000	592,196	0 016886
2009	0		0 0
2008			

2	Total of line 1, column (d).	2	0 119335
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 029834
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	13,007,435
5	Multiply line 4 by line 3.	5	388,064
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,163
7	Add lines 5 and 6.	7	395,227
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	711,662

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		1	7,163		
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		2			
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	7,163
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	7,163		
6 Credits/Payments		7	2,000		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a				
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c			2,000	
d Backup withholding erroneously withheld	6d				
7 Total credits and payments. Add lines 6a through 6d.		7	2,000		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	21		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	5,184		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 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?		Yes	No
		1a		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	Yes	

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?	13	Yes	
Website address				
14	The books are in care of MICHAEL K BRAUNSTEIN Telephone no (212) 687-2929 Located at 236 WEST 30TH ST 7TH FLOOR NEW YORK NY ZIP+4 10001			
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	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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		
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? 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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
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))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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?	☐ 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
	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?	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
MICHAEL K BRAUNSTEIN	EXECUTIVE	0		
45 STIRRUP LANE	DIRECTOR			
MUTTONTOWN, NY 11791	25 0			
JEFF SALMON	TRUSTEE	0		
1806 VALLECITO DRIVE	1 0			
SAN PEDRO, CA 90732				
ARLENE PALMER	TRUSTEE	0		
78 DEERHAVEN ROAD	1 0			
MAHWAH, NJ 07430				
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.				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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SUSAN K BAKER	0	71,680
1410 FLEETFOOT DRIVE		
WAUKESHA, WI 531866915		
Total number of others receiving over \$ 50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (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	12,102,489
b	Average of monthly cash balances.	1b	1,103,029
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,205,518
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	13,205,518
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	198,083
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,007,435
6	Minimum investment return. Enter 5% of line 5.	6	650,372

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	650,372
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,163
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,163
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	643,209
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	643,209
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	643,209

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	711,662
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	711,662
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	7,163
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	704,499
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		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.			
b		From 2009.			
c		From 2010. 40			
d		From 2011.			
e		From 2012. 78,017			
f		Total of lines 3a through e. 78,057			
4		Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 711,662			
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. 643,209			
e		Remaining amount distributed out of corpus 68,453			
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 5 146,510			
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).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 146,510			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010. 40			
c		Excess from 2011.			
d		Excess from 2012. 78,017			
e		Excess from 2013. 68,453			

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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 of the person to whom applications should be addressed

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

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	448,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-11-17

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

MICHAEL K BRAUNSTEIN

Preparer's Signature

Date

Check if self-employed

PTIN

P00362767

Firm's name

MICHAEL K BRAUNSTEIN & COMPANY

Firm's EIN

Firm's address

236 WEST 30TH ST 7TH FLOOR NEW YORK, NY 10001

Phone no

(212) 687-2929

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
US TRUST S/T TRANSACTIONS	P		2013-12-31
US TRUST L/T TRANSACTIONS	P		2013-12-31
US TRUST L/T TRANSACTIONS	P		2013-12-31
BROOKFIELD PPTY PART	P		2013-04-29
BERNSTEIN MANAGEMENT		2011-06-30	2013-10-18
MERRILL LYNCH 74002		2013-03-30	2013-11-26
MERRILL LYNCH 74003		2013-12-19	2013-12-19
MERRILL LYNCH 74003		2012-06-30	2013-09-15
MERRILL LYNCH 74003		2009-07-09	2013-12-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
80,374		81,140	-766
515,026		483,370	31,656
167		205	-38
2,678		2,750	-72
5,053,722		4,756,053	297,669
530,535		530,383	152
280,596		268,366	12,230
59,561		42,580	16,981
100,830		100,830	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-766
			31,656
			-38
			-72
			297,669
			152
			12,230
			16,981

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a	The name, address, and telephone number of the person to whom applications should be addressed SOULSVILLE FOUNDATION 926 EAST MCLEMORE AVE MEMPHIS, TN 38106 (901) 946-2535
b	The form in which applications should be submitted and information and materials they should include INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS
c	Any submission deadlines JANUARY 15 AND SEPTEMBER 15
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE

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

GUITARS FOR VETS
4700 WEST RYAN ROAD
FRANKLIN, WI 53132
(855) 448-4376

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

WISCONSIN SCHOOL MUSIC ASSOCIATION
1005 QUINN DRIVE
WAUNAKEE, WI 53597
(608) 850-3566

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

DISCOVERY WORLD
500 NORTH HARBOR
MILWAUKEE, WI 53202
(414) 765-9966

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

GUITARS FOR VETS
4700 WEST RYAN ROAD
FRANKLIN, WI 53132
(855) 448-4376

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

MUSIC UNITES
C/O BRAUNSTEIN 236 WEST 30TH
NEW YORK, NY 10001
(847) 334-2753

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

THE BLUES FOUNDATION
421 SOUTH MAIN
MEMPHIS, TN 38103
(901) 261-6345

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

BIRCH CREEK MUSIC CENTER
PO BOX 230
EGG HARBOR, WI 54209
(920) 868-3763

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

CENTER STAGE
135-32 38TH AVE
FLUSHING, NY 11354
(410) 986-4000

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

WAUKESHA EDUCATIONAL FOUNDATION
2727 NORTH GRADVIEW BLVD
WAUKESHA, WI 53188
(262) 542-6138

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

WAUKESHA GUITAR TOWN
C/O BRAUNSTEIN 236 WEST 30TH
NEW YORK, NY 10001
(262) 542-6138

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

SHARON LYNNE WILSON CENTER FOR PA
19805 WEST CAPITAL DRIVE
BROOKFIELD, WI 53045
(262) 781-9470

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

LITTLE KIDS ROCK
632 POMPTON AVE
CEDAR GROVE, NJ 07009
(973) 746-8248

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

HEAR
1405 LYON ST
SAN FRANCISCO, CA 94115
(415) 409-3277

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

THE GRAMMY FOUNDATION
3030 OLYMPIC BLVD
SANTA MONICA, CA 90404
(310) 392-3777

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

HEARING HEALTH FOUNDATION
363 SEVENTH AVE
NEW YORK, NY 10001
(212) 257-6140

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

TJ MARTELL FOUNDATION
40 WORTH ST
NEW YORK, NY 10013
(646) 841-1394

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

NAMM FOUNDATION
5790 ARMADA DRIVE
CARLSTAD, CA 92008
(760) 438-8001

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

WAUKESHA COUNTY MUSEUM
101 WEST MAIN ST
WAUKESHA, WI 53186
(262) 521-2859

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

MAHWAH MUSEUM
201 FRANKLIN AVE
MAHWAH, NJ 07430
(201) 512-0099

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

VH1 SAVE THE MUSIC FOUNDATION
1515 BROADWAY
NEW YORK, NY 10036
(212) 846-7882

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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

RAMAPO COLLEGE FOUNDATION
505 RAMAPO VALLEY ROAD
MAHWAH, NJ 07430
(201) 684-7611

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

INTERNAL GRANT REQUEST FORM AMOUNT OF REQUEST PURPOSE USE OF FUNDS

c Any submission deadlines

JANUARY 15 AND SEPTEMBER 15

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

NONE

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>				
SOULSVILLE FOUNDATION 926 E McLEMORE AVENUE MEMPHIS,TN 38106		PC	LES PAUL SPRING BREAK WORKSHOP	16,000
GUITARS FOR VETS 4700 WEST RYAN ROAD FRANKLIN,WI 53132		PC	GUITAR CURRICULUM THERAPEUTIC HEALING THROUGH MUSIC	10,000
WISCONSIN SCHOOL MUSIC ASSOCIATION 1005 QUINN DRIVE WAUNAKEE,WI 53597		PC	LAUNCH PAD AND MUSIC BIZ SEMINAR	15,000
DISCOVERY WORLD LTD 500 NORTH HARBOR DRIVE MILWAUKEE,WI 53202		PC	2013 LESS PAUL PROGRAMS AND EXHIBIT FUNDING	100,000
GUITARS FOR VETS 4700 WEST RYAN ROAD FRANKLIN,WI 53132		PC	PURCHASE OF GUITARS FOR VETERANS	10,000
MUSIC UNITES C/O BRAUNSTEIN 236 WEST 30TH NEWYORK,NY 10001		PC	GENERAL PURPOSES	5,000
THE BLUES FOUNDATION 421 SOUTH MAIN MEMPHIS,TN 38103		PC	CAPITAL CONSTRUCTION BLUES HALL OF FAME	3,000
BIRCH CREEK MUSIC CENTER INC PO BOX 230 EGG HARBOR,WI 54209		PC	TWO (2) SUMMER JAZZ SESSIONS	5,000
CENTER STAGE-QUEENS CENTER FOR THE PERFORMING ARTS 135-32 38TH AVENUE FLUSHING,NY 11354		PC	GENERAL PURPOSES	2,000
WAUKESHA EDUCATIONAL FOUNDATION 2727 NORTH GRANDVIEW BLVD WAUKESHA,WI 53188		PC	GENERAL PURPOSES	2,500
WAUKESHA GUITAR TOWN C/O BRAUNSTEIN 236 WEST 30TH NEWYORK,NY 10001		PC	GENERAL PURPOSES	2,500
SHARON LYNNE WILSON CENTER FOR THE PERFORMING ARTS 19805 WEST CAPITAL DRIVE BROOKFIELD,WI 53045		PC	GENERAL PURPOSES	2,000
LITTLE KIDS ROCK 632 POMPTON AVENUE CEDAR GROVE,NJ 07009		PC	GENERAL PURPOSES	40,000
HEARING EDUCATION AND AWARENESS 1405 LYON STREET SAN FRANCISCO,CA 94115		PC	GENERAL PURPOSES	5,000
THE GRAMMY FOUNDATION 3030 OLYMPIC BOULEVARD SANTA MONICA,CA 90404		PC	GENERAL PURPOSES	5,000
Total  3a				448,500

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>				
HEARING HEALTH FOUNDATION 363 SEVENTH AVENUE NEW YORK, NY 10001		PC	GENERAL PURPOSES	30,000
TJ MARTELL FOUNDATION 40 WORTH STREET NEW YORK, NY 10013		PC	2013 GALA	3,000
NAMM FOUNDATION 5790 ARMADA DRIVE CARLSTAD, CA 92008		PC	LES PAUL AWARD	15,000
WAUKESHA COUNTY HISTORICAL SOCIETY AND MUSEUM 101 WEST MAIN STREET WAUKESHA, WI 53186		PC	LES PAUL GUITAR GRAB EDUCATIONAL EXHIBIT	10,000
MAHWAH MUSEUM SOCIETY INC 201 FRANKLIN TURNPIKE MAHWAH, NJ 07430		PC	GENERAL PURPOSES	2,500
VH1 SAVE THE MUSIC FOUNDATION 1515 BROADWAY NEW YORK, NY 10036		PC	INSTRUMENTS	15,000
RAMAPO COLLEGE FOUNDATION 505 RAMAPO VALLEY ROAD MAHWAH, NJ 07430		PC	GENERAL PURPOSES	150,000
Total  3a				448,500

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 www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization LES PAUL FOUNDATION	Employer identification number 13-3911396
---	--

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 LES PAUL FOUNDATION	Employer identification number 13-3911396
--	---

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>	ESTATE OF LES PAUL 236 WEST 30TH STREET NEW YORK, NY 10001	\$ 2,491,360	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	ESTATE OF LES PAUL 236 WEST 30TH STREET NEW YORK, NY 10001	\$ 75,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	ESTATE OF LES PAUL 236 WEST 30TH STREET NEW YORK, NY 10001	\$ 100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	ESTATE OF LES PAUL 236 WEST 30TH STREET NEW YORK, NY 10001	\$ 100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	ESTATE OF LES PAUL 236 WEST 30TH STREET NEW YORK, NY 10001	\$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>6</u>	ESTATE OF LES PAUL 236 WEST 30TH STREET NEW YORK, NY 10001	\$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization LES PAUL FOUNDATION	Employer identification number 13-3911396
--	---

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 LES PAUL FOUNDATION	Employer identification number 13-3911396
--	---

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

(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

TY 2013 Accounting Fees Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,068			18,068

TY 2013 Contractor Compensation Explanation

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Contractor	Explanation
SUSAN K BAKER	PROGRAM DIRECTOR, ADMINISTRATOR

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

TY 2013 Depreciation Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE EQUIPMENT	2013-03-11	4,207		M7	7	300			

**TY 2013 Investments Corporate
Stock Schedule****Name:** LES PAUL FOUNDATION**EIN:** 13-3911396

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US TRUST ACCOUNT	6,571,904	6,571,904
FIRST MANHATTAN CO	1,486,537	1,486,537
MERRILL LYNCH	17,191,628	17,191,628
SANFORD C. BERNSTEIN & COMPANY	7,171,307	7,171,307

TY 2013 Investments - Land Schedule**Name:** LES PAUL FOUNDATION**EIN:** 13-3911396

TY 2013 Land, Etc. Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	4,207	300	3,907	

TY 2013 Legal Fees Schedule**Name:** LES PAUL FOUNDATION**EIN:** 13-3911396

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IVAN R TAUB	1,103			1,103
REINHART BOERNER	4,557			4,557

TY 2013 Other Assets Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OFFICE RENT SECURITY DEPOSIT	7,600	7,600	7,600

TY 2013 Other Expenses Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE, SHIPPING AND DELIVERY	1,575			1,575
TELEPHONE	1,130			1,130
WEBSITE DESIGN & MAINTENENCE	33,023			33,023
SUPPLIES	419			419
MEMBERSHIP DUES	725			725
PROMOTIONAL EXPENSES	915			915
STORAGE EXPENSES	8,704			8,704
PRINTING & COPYING	640			640
OUTSIDE SERVICES	80,218			80,218
UTILITIES	1,800			1,800
COMPUTER EXPENSES	1,286			1,286
PUBLIC RELATIONS EXPENSE	50,000			50,000
OFFICE SUPPLIES				
MOVING EXPENSES	294			294
BOOKS, SUBSCRIPTIONS AND REFER	1,088			1,088
INSURANCE	1,511			1,511
MISCELLANEOUS FEES	258			258

TY 2013 Other Income Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	4,410	4,345	

TY 2013 Other Professional Fees Schedule**Name:** LES PAUL FOUNDATION**EIN:** 13-3911396

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	2,669	2,699		
PROFESSIONAL FEES	20,000			20,000

TY 2013 Sales Of Inventory Schedule

Name: LES PAUL FOUNDATION

EIN: 13-3911396

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
	4,751	144	4,607

TY 2013 Taxes Schedule**Name:** LES PAUL FOUNDATION**EIN:** 13-3911396

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	202			
FOREIGN INCOME TAX WITHHELD	2,876	2,876		