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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

THE BARI LIPP FOUNDATION, INC.

A Employer identification number

13-3921302

B Telephone number (see instructions)

(518) 640-5000

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

G Check all that apply

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

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 33,686,389. J Accounting method Cash Accrual
 Other (specify) _____

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	5,046,451.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	398.	398.		ATCH 1
4	Dividends and interest from securities	1,242,024.	1,242,024.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,482,945.			
b	Gross sales price for all assets on line 6a	7,431,366.			
7	Capital gain net income (from Part IV, line 2)		2,482,945.		
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) (attach schedule)				
11	Other income (attach schedule)	ATC 3.	-59,485.	-59,485.	
12	Total. Add lines 1 through 11	8,712,333.	3,665,882.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest	120.	120.		
18	Taxes (attach schedule) (see instructions)	ATC 5.	8.	8.	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	135.			
23	Other expenses (attach schedule)	ATC 6.	56,628.	52,463.	
24	Total operating and administrative expenses				
	Add lines 13 through 23	56,891.	52,591.		
25	Contributions, gifts, grants paid	2,219,905.			2,219,905.
26	Total expenses and disbursements. Add lines 24 and 25	2,276,796.	52,591.		2,219,905.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	6,435,537.			
b	Net investment income (if negative, enter -0)		3,613,291.		
c	Adjusted net income (if negative, enter -0)				

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		767,620.	6,386,304.	6,386,304.
	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 (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				
Assets	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 7		6,498,360.	4,692,408.	5,158,468.
	c Investments - corporate bonds (attach schedule) ATCH 8		13,413,439.	13,964,488.	13,497,715.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) ATCH 9		8,431,974.	8,084,394.	8,625,114.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ► ATCH 10)		20,344.	18,788.	18,788.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		29,131,737.	33,146,382.	33,686,389.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► ATCH 11)			32,276.	
	23 Total liabilities (add lines 17 through 22)		0	32,276.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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		29,131,737.	33,114,106.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		29,131,737.	33,114,106.	
	31 Total liabilities and net assets/fund balances (see instructions)		29,131,737.	33,146,382.	

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	29,131,737.
2 Enter amount from Part I, line 27a	2	6,435,537.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	35,567,274.
5 Decreases not included in line 2 (itemize) ► ATCH 12	5	2,453,168.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,114,106.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,482,945.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,316,766.	29,894,284.	0.110950
2011	2,726,266.	34,215,903.	0.079678
2010	4,010,563.	32,929,040.	0.121794
2009	3,273,878.	34,170,683.	0.095810
2008	3,155,706.	34,621,028.	0.091150
2 Total of line 1, column (d)			2 0.499382
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 0.099876
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 30,663,468.
5 Multiply line 4 by line 3			5 3,062,545.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 36,133.
7 Add lines 5 and 6			7 3,098,678.
8 Enter qualifying distributions from Part XII, line 4			8 2,219,905.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	72,266.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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	72,266.
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	72,266.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	23,498.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	125,000.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	148,498.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . .		8	926.
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	75,306.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	75,306.	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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<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>		
c	Did the foundation file Form 1120-POL for this year? . . .		
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? . . .	X	
	<i>If "Yes," attach a detailed description of the activities</i>		
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> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		
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? . . .		
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>		
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> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .		

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► AYCO COMPANY, L.P.-NTG Located at ► 25 BRITISH AMERICAN BOULEVARD LATHAM, NY	Telephone no ► 518-640-5000 ZIP+4 ► 12110
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <input type="checkbox"/> 15	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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	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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	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)? (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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No **7b**

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

Total number of others receiving over \$50,000 for professional services ►
Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT
 2 UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3).

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	NONE
2	

All other program-related investments. See instructions

3	NONE

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	19,139,098.
b	Average of monthly cash balances	1b	3,443,092.
c	Fair market value of all other assets (see instructions)	1c	8,548,234.
d	Total (add lines 1a, b, and c)	1d	31,130,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	31,130,424.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	466,956.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,663,468.
6	Minimum investment return. Enter 5% of line 5	6	1,533,173.

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	1,533,173.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	72,266.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	72,266.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,460,907.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,460,907.
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	1,460,907.

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	2,219,905.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	2,219,905.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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)	6	2,219,905.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,460,907.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,485,319.			
b From 2009	1,595,758.			
c From 2010	2,407,109.			
d From 2011	1,050,896.			
e From 2012	1,844,982.			
f Total of lines 3a through e	8,384,064.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 2,219,905.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,460,907.
e Remaining amount distributed out of corpus	758,998.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,143,062.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,485,319.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,657,743.			
10 Analysis of line 9				
a Excess from 2009	1,595,758.			
b Excess from 2010	2,407,109.			
c Excess from 2011	1,050,896.			
d Excess from 2012	1,844,982.			
e Excess from 2013	758,998.			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

ROBERT I. LIPP

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

N/A

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

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

c Any submission deadlines

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

Form 990-PF (2013)

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)				
<i>a Paid during the year</i>				
ATCH 14				
Total				► 3a 2,219,905.
<i>b Approved for future payment</i>				
Total				► 3b

Form 990-PF (2013)

JSA
3E1491 1 000

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 (See instructions)
	(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	398.	
4 Dividends and interest from securities			14	1,242,024.	
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	2,482,945.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				-59,485.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,665,882.	
13 Total. Add line 12, columns (b), (d), and (e)				13	3,665,882.

(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) (See instructions)
N/A	NOT APPLICABLE

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		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign
Here


Signature of officer or trustee

Dat

Title

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

Paid Preparer Use Only	Print/Type preparer's name DARLENE CHESKY	Preparer's signature 	Date 11/13/14	Check <input type="checkbox"/> if self-employed	PTIN P00109599
	Firm's name ► THE AYCO COMPANY, LP	Firm's EIN ► 33-1187432			
	Firm's address ► PO BOX 15014 ALBANY, NY	12212-5014	Phone no	518-640-5000	

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and Its Instructions is at www.irs.gov/form990.

Name of the organization

THE BARI LIPP FOUNDATION, INC.

Employer Identification number

13-3921302

Organization type (check one)

Filers of:

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)

Name of organization THE BART LIPP FOUNDATION, INC.

Employer identification number
13-3921302**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT I. LIPP 1158 FIFTH AVENUE, APT. 12A NEW YORK, NY 10029	\$ 5,046,451.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE BARI LIPP FOUNDATION, INC.

Employer identification number

13-3921302

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	61,990 SHARES, TRAVELERS CO. INC COMMON STOCK, @ \$81.4075 PER SHARE (VALUED AT THE MEAN BETWEEN THE HIGH AND LOW TRADES, NYSE, ON 8/16/2013)	\$ 5,046,451.	08/16/2013
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE BARI LIPP FOUNDATION, INC.

Employer identification number

13-3921302

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-3,107.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-2,934.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,899.	
6,945.		FIRST MANHATTAN - S/T NONCOV - SEE ATTAC PROPERTY TYPE: SECURITIES 6,954.				P	VAR	VAR
442,692.		FIRST MANHATTAN - L/T NONCOV - SEE ATTAC PROPERTY TYPE: SECURITIES 493,465.				P	VAR	VAR
188.		SOUND POINT EQUITY SPV, LLC - DISPOSITIO PROPERTY TYPE: OTHER				P	VAR	VAR
1,952,875.		JPMORGAN CHASE & CO 7.9% PFD STK 4/30/49 PROPERTY TYPE: SECURITIES 1,854,719.				P		4/5/2013
5,031,808.		THE TRAVELERS COMPANIES INC 61,990 SHS S PROPERTY TYPE: SECURITIES 2,593,283.				D		8/16/2013
TOTAL GAIN(LOSS)							<u>2,482,945.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN 52113 GOLDMAN SACHS FIDELITY	217. 151. 30. TOTAL	217. 151. 30. <u>398.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN 52113 - DIVIDENDS	201,460.	201,460.
JP MORGAN 47256 - DIVIDENDS	110,013.	110,013.
FIRST MANHATTAN - INTEREST	572,865.	572,865.
FIRST MANHATTAN - ACCRUED INTEREST	-16,678.	-16,678.
FIDELITY - DIV	45,862.	45,862.
GS MEZZANINE INVESTMENT INCOME	158,490.	158,490.
FIRST MANHATTAN - OTHER PERIODIC INT	37.	37.
JP MORGAN 52113 - INTEREST	67,439.	67,439.
TRIDENT V PROFESSIONAL FUND LP K-1 - DIV	12,047.	12,047.
TRIDENT V PROFESSIONAL FUND LP K-1 - INT	5,405.	5,405.
BARRETT HEIGHTS APARTMENTS HOMES K-1 INT	7.	7.
BIRCHWOOD RICHMOND LLC K-1 - INT	47.	47.
WESTWOOD HOLDINGS K-1 - DIV	84,940.	84,940.
WILLOW CREEK PARTNERS, LLC K-1 INT	90.	90.
TOTAL	<u><u>1,242,024.</u></u>	<u><u>1,242,024.</u></u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER PORTFOLIO LOSS FROM K-1S	-9,488.	-9,488.
OTHER PORTFOLIO INCOME	178,260.	178,260.
RENTAL LOSS FROM K-1S	-243,385.	-243,385.
SETTLEMENT INCOME	5,526.	5,526.
SOUND POINT MGMT - MISC INCOME	9,548.	9,548.
NET SECTION 1231 LOSS	-13.	-13.
SECTION 988 GAIN	47.	47.
REALIZED FORWARD CONTRACTS INCOME	20.	20.
	<u>-59,485.</u>	<u>-59,485.</u>
		TOTALS

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	120.	120.
TOTALS	<u><u>120.</u></u>	<u><u>120.</u></u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	8.	8.
TOTALS	<u>8.</u>	<u>8.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	40,690.	40,690.
OTHER PORTFOLIO DEDUCTIONS K-1	3,138.	3,138.
NONDEDUCTIBLE EXPENSES K-1	167.	167.
MANAGEMENT FEES K-1	7,939.	7,939.
INSURANCE EXPENSE	2,665.	56.
SECTION 59 (E) (2) EXPENSE K-1	56.	56.
OTHER DEDUCTIONS K-1	460.	460.
SECTION 179 K-1	13.	13.
NYS FILING FEES	1,500.	
TOTALS	<u><u>56,628.</u></u>	<u><u>52,463.</u></u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

JP MORGAN 52113
FIDELITY

TOTALS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN 52113	2,882,078.	2,905,759.
FIDELITY	1,810,330.	2,252,709.
TOTALS	<u>4,692,408.</u>	<u>5,158,468.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

FIRST MANHATTAN #2856
SOUND POINT CLO BONDS
JP MORGAN 47256

TOTALS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIRST MANHATTAN #2856 SOUND POINT CLO BONDS JP MORGAN 47256	10,978,474. 981,209. 2,004,805.	10,870,906. 981,209. 1,645,600.
TOTALS	<u>13,964,488.</u>	<u>13,497,715.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
GS MEZZANINE	1,900,898.	1,780,904.
BIRCHWOOD RICHMOND LLC	586,891.	586,151.
WESTWOOD HOLDINGS	1,115,703.	1,101,010.
TRIDENT V PROFESSIONAL FUND LP	526,383.	538,934.
SOUND POINT CREDIT OPP'S	2,000,000.	2,664,745.
HONEY TREE RICHMOND, LLC	534,478.	533,329.
BARRETT HEIGHTS APARTMENT HOME	638,590.	638,590.
WILLEO CREEK PARTNERS, LLC	781,451.	781,451.
SOUND POINT CLO EQUITY SPV, LL		
TOTALS	<u>8,084,394.</u>	<u>8,625,114.</u>

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION ENDING
BOOK VALUE ENDING
EMV

DIVIDEND RECEIVABLE
ACCRUED INTEREST PD CARRYOVER
DUE FROM BARRETT HEIGHTS APTS

TOTALS

3,432.	3,432.
956.	956.
14,400.	14,400.
<hr/> <u>18,788.</u>	<hr/> <u>18,788.</u>

ATTACHMENT 10

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DUE TO MARTHA BERMAN	32,276.
TOTALS	<u>32,276.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

APPRECIATION OVER DONORS COST OF SECURITIES TRANSFERRED INTO THE FOUNDATION	2,453,168.
TOTAL	<u>2,453,168.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>		<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
	<u>DIRECTOR</u>	<u>AS REQUIRED</u>			
ROBERT I. LIPP C/O AYCO COMPANY, L.P. - DAVID QUIN PO BOX 15014 ALBANY, NY 12212-5014	DIRECTOR	0	0	0	0
JEFFREY D. LIPP C/O AYCO COMPANY, L.P. - DAVID QUIN PO BOX 15014 ALBANY, NY 12212-5014	DIRECTOR	0	0	0	0
WENDY A. LIPP C/O AYCO COMPANY, L.P. - DAVID QUIN PO BOX 15014 ALBANY, NY 12212-5014	DIRECTOR	0	0	0	0
	GRAND TOTALS	0	0	0	0

BARI LIPP FOUNDATION
EIN: 13-3921302
CHARITABLE CONTRIBUTION LIST
FYE: 12/31/2013

Date	Description	Contributions
01/04/13	Bill Foundation, Beverly Hills, CA	2,500.00
01/14/13	Alzheimers Asociation, Chicago IL	500.00
01/30/13	Project Realize, Chicago, IL	5,000.00
02/26/13	Williams College, Williamstown, MA	41,327.49
03/20/13	Mass MoCa Foundation, North Adams, MA	1,400.00
04/02/13	Nantucket Lighthouse School, Nantucket, MA	2,500.00
04/12/13	Dickinson College, Carlisle, PA	5,000.00
04/09/13	Williams College, Williamstown, MA	10,000.00
04/25/13	All Starts Helping Kids, Redwood City, CA	5,000.00
04/23/13	Nantucket Antheneum, Nantucket, MA	50,000.00
04/23/13	Nantucket Antheneum, Nantucket, MA	5,000.00
04/25/13	Nantucket Boys and Girls Club, Nantucket, MA	5,000.00
04/24/13	Open Doors Organization, Chicago, IL	115,000.00
04/22/13	Student Advocacy, Elmsford, NY	2,500.00
04/30/13	Family Services of Westchester, Port Chester, NY	8,500.00
05/10/13	City Year Inc, Boston, MA	750.00
05/13/13	NYC Ballet, New York, NY	50,000.00
05/01/13	Nantucket Cottage Hospital Foundation Inc, Nantucket, MA	50,000.00
05/16/13	The School of American Ballet, New York, NY	2,500.00
05/16/13	The Bart Foundation Inc, Adams, MA	10,000.00
05/06/13	Westchester Community College Fdn, Valhalla, New York	5,000.00
05/22/13	Nantucket Lighthouse School, Nantucket, MA	2,500.00
06/13/13	Crossroads School, Santa Monica, CA	5,000.00
06/04/13	New York City Ballet, New York, NY	10,000.00
06/11/13	Cystic Fibrosis Foundation, Middletown, CT	250.00
06/10/13	Central Synagogue, New York, NY	2,775.00
06/05/13	MassMoCA, North Adams, MA	25,000.00
06/21/13	The Long Ridge School, Stamford, CT	25,000.00
06/20/13	St. Luke's School, New Canaan, CT	10,000.00
06/14/13	Sarah Lawrence College, Bronxville, NY	250,000.00
06/25/13	Carnegie Hall, New York, NY	175,000.00
06/24/13	Carnegie Hall, New York, NY	300,000.00
06/26/13	Sterling and Francine Clark Art Institute, Williamstown, MA	50,000.00
06/26/13	Sterling and Francine Clark Art Institute, Williamstown, MA	500,000.00
07/05/13	Wilshire Blvd Temple, Los Angeles, CA	3,650.00
07/11/13	New York City Ballet, New York, NY	48,833.15
07/08/13	Teach For China, San Francisco, CA	48,165.44
07/11/13	Summer Search, San Francisco, CA	2,500.00
08/01/13	Columbia University Teachers College, New York, NY	50,000.00
08/28/13	Nantucket Golf Club Foundation, Siasconset, MA	15,000.00
09/05/13	The School of American Ballet, New York, NY	5,000.00
09/26/13	Fibrolamellar Cancer Foundation, Greenwich, CT	2,500.00
11/01/13	Special Olympics Montana, Great Falls, MT	900.00

11/07/13	Dancing Dreams, Bayside, NY	2,000.00
11/01/13	Mass MoCA, North Adams, MA	1,000.00
11/01/13	Williams College, Williamstown, MA	10,000.00
11/25/13	Focus For A Future, New York, NY	10,000.00
11/22/13	Southern California Public Radio, Pasadena, CA	15,000.00
11/25/13	Metropolitan Opera Assoc Inc, New York, NY	5,000.00
12/12/13	Pacific Northwest Ballet, Seattle, WA	10,000.00
12/30/13	Beads For Education, Inc , Ventnor, NJ	2,500.00
12/20/13	Mount Kisco Child Care Center, Mount Kisco, NY	20,000.00
12/23/13	St. Lukes Foundation Inc, Cleveland OH	25,000.00
12/30/13	Williams College, Williamstown, MA	5,000.00
12/31/13	Children's Aid Society, New York, NY	5,000.00
12/31/13	Children's Aid Society, New York, NY	5,000.00
12/18/13	NFTE Greater Los Angeles, Los Angeles, CA	20,000.00
12/23/13	Project Realize	2,500.00
12/26/13	UCLA Development, Los Angeles, CA	10,000.00
08/26/13	Give2Asia, San Francisco, CA	\$ 162,145.00
	Total	<u><u>2,219,896.08</u></u>

*All contributions were made to the general purpose fund
of public charitable organizations that were classified under
Section 501(c)(3) of the Internal Revenue Code.*

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER PORTFOLIO LOSS		18			-9,488.
RENTAL LOSS FROM K-1S		16			-243,385.
OTHER PORTFOLIO INCOME		18			178,260.
SETTLEMENT INCOME		01			5,526.
SOUND POINT MGMT - MISC INCOME		01			9,548.
NET SECTION 1231 LOSS K-1		01			-13.
SECTION 988 GAIN K-1		01			47.
REALIZED FORWARD CONTRACTS INCOME		01			20.
 TOTALS					<u><u>-59,485.</u></u>

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
 ► Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

THE BARI LIPP FOUNDATION, INC.

Employer identification number

13-3921302

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	6,945.	6,954.		-9.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	188.			188.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 -3,107.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ►				7 -2,928.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	7,427,375.	4,941,467.		2,485,908.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12 -2,934.
13 Capital gain distributions.				13 2,899.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ►				16 2,485,873.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III . Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		-2,928.
18	Net long-term gain or (loss):			
a	Total for year	18a		2,485,873.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ►	19		2,482,945.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
	a The loss on line 19, column (3) or b \$3,000	20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. . . ►	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ►	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%.	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ►	45		

Name(s) shown on return

THE BARI LIPP FOUNDATION, INC.

Social security number or taxpayer identification number
13-3921302

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).

6,945. 6,954. -9.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
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Department of the Treasury
Internal Revenue Service

► **Information about Form 8949 and its separate Instructions is at www.irs.gov/form8949.**

► File with your Schedule B to list your transactions for times 1b, 2, 3, 8b, 8, and 10 of Schedule A.

Name(s) shown on return

THE BARI LIPP FOUNDATION, INC.

Social security number or taxpayer identification number

13-3921302

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) □

188

188.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE BARI LIPP FOUNDATION, INC.

13-3921302

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

7,427,375. 4941467

2,485,908.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Stock Transactions
Company:

Bari Lipp Foundation 2013
First Manhattan 54Z-002856

Description	Acq Date	Date Sold	Shares Sold	Cost of Stock	Sale Price	Gain/Loss
GNMA GTD Secs 2011-157 Due 4/16/41 2 50%	07/05/13	8/16/2013 9/16/2013 10/16/2013 11/18/2013 12/16/2013	1,574 43 1,558 97 1,543 66 1,528 49 748 80	1,572 33 1,556 89 1,541 60 1,526 45 747 80	(2 10) (2 08) (2 06) (2 04) (1 00)	ST ST ST ST ST
Total Short term Capital Gain				\$6,954.34	\$6,945.07	(\$9.27)
BNSF RY CO 5 72% 01/15/24	05/31/11	1/15/2013 7/16/2013	7,411 30 23 11	5,929 09 18 43	(1,482 21) (4 68)	LT LT
Burlington Northern Santa Fe Due 1/2/21 7 57%	09/10/10	1/3/2013 7/3/2013	26,567 11 518 67	18,056 57 352 52	(8,510.55) (166 16)	LT LT
Burlington Northern Santa Fe Due 1/2/21 7 57%	10/11/11	1/3/2013 7/3/2013	6,072 48 118 54	4,127 21 80 57	(1,945 27) (37 97)	LT LT
General Electric Cap Corp Due 6/15/13 4 15%	04/29/05	6/17/2013	255,000 00	243,581 00	255,000 00	11,419 00
Federal Express Corp Due 7/15/23 6 72%	12/07/12	1/16/2013		4,775 14	3,835 19	(939 95)
Indiana BD BK Sch Seve Due 5 05% 1/15/19	05/27/08	1/15/2013 7/15/2013	15,000 00 15,000 00	14,786 64 14,786 64	15,000 00 15,000 00	213 36 213 36
Procter & Gamble Due 1/1/21 9 36%	02/03/05	1/2/2013 7/2/2013		10,159 85 10,653 43	5,710 00 5,987 40	(4,449 85) (4,666 02)
Procter & Gamble Due 1/1/21 9 36%	11/30/07	1/2/2013 7/2/2013		5,079 92 5,328 31	2,855 00 2,994 60	(2,224 93) (2,333 72)
Small Business Admin GTD Dev 5/1/30 4 11%	06/23/11	5/1/2013 11/1/2013		11,172 64 10,041 13	10,715 89 9,630 64	(456 75) (410 49)
Union PAC RR Co Pass 7 60% 1/2/20	09/21/11	1/2/2013 7/2/2013		21,988 14	15,323 72	(6,664 42)
Union Pacific Railroad Co Due 1/2/29 5 082%	01/25/08	1/2/2013 7/2/2013		10,658 66 5,367 54	11,635 81 5,859 61	977 15 492 07
Wal-Mart Due 1/5/15 8 85%	03/09/04	1/3/2013 7/3/2013		65,479 56 18,894 78	42,356 96 12,222 52	(23,122 60) (6,672 26)

Total Long Term Capital Loss

\$493,464.61 **\$442,691.73** **(\$50,772.89)**