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

2013

Department of the Treasury  
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation		A Employer identification number 13-5550943			
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (see the instructions) (646) 448-6413			
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here. ► <input type="checkbox"/>			
New York NY 10001		D 1 Foreign organizations, check here . . . . . ► <input type="checkbox"/>			
G Check all that apply:		2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ► <input type="checkbox"/>			
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ► <input type="checkbox"/>			
<b>H Check type of organization.</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 1,193,228.		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual  <i>(Part I, column (d) must be on cash basis.)</i>			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch) . . . . .	976,750.	104	NOV 26 2014	11
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments. . . . .	0.	0.	0.	0.
	4 Dividends and interest from securities . . . . .	11,465.	11,465.	11,465.	11,465.
	5 a Gross rents . . . . .	0.	0.	0.	0.
	b Net rental income or (loss) . . . . .	0.			
	6 a Net gain/(loss) from sale of assets not on line 10 . . . . .	18,383.	L-6a Stmt		
	b Gross sales price for all assets on line 6a . . . . .	319,244.			
	7 Capital gain net income (from Part IV, line 2) . . . . .		18,383.		
	8 Net short-term capital gain . . . . .			21.	
	9 Income modifications . . . . .			0.	
	10 a Gross sales less returns and allowances . . . . .	0.			
b Less Cost of goods sold . . . . .	0.				
c Gross profit/(loss) (att sch) . . . . .	0.				
11 Other income (attach schedule) . . . . .					
Capital Gain Distribution	350.	350.	0.		
12 Total Add lines 1 through 11. . . . .	1,006,948.	30,198.	11,486.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc . . . . .	80,000.	0.	0.	80,000.
	14 Other employee salaries and wages . . . . .	28,900.	0.	0.	28,900.
	15 Pension plans, employee benefits . . . . .	34,844.	0.	0.	37,556.
	16 a Legal fees (attach schedule) . . . . .	0.	0.	0.	0.
	b Accounting fees (attach sch) . . . . .	8,000.	0.	0.	10,000.
	c Other prof fees (attach sch) . . . . .	24,120.	0.	0.	27,274.
	17 Interest. . . . .	0.	0.	0.	0.
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	9,374.	0.	0.	9,451.
	19 Depreciation (attach sch) and depletion . . . . .	4,286.	0.	0.	
	20 Occupancy. . . . .	0.	0.	0.	0.
	21 Travel, conferences, and meetings . . . . .	3,866.	0.	0.	3,866.
	22 Printing and publications . . . . .	2,388.	0.	0.	2,388.
	23 Other expenses (attach schedule) See Line 23 Stmt	250,721.	500.	0.	246,338.
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	446,499.	500.	0.	445,773.
25 Contributions, gifts, grants paid . . . . .				0.	
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	446,499.	500.	0.	445,773.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements . . . . .	560,449.				
b Net investment income (if negative, enter -0-). . . . .		29,698.			
c Adjusted net income (if negative, enter -0-). . . . .			11,486.		

2/29/18

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 . . . . .		43,353.	80,285.	80,285.
	2 Savings and temporary cash investments . . . . .		0.	0.	0.
	3 Accounts receivable . . . . .	35,001.			
	Less: allowance for doubtful accounts . . . . .	0.	40,000.	35,001.	35,001.
	4 Pledges receivable . . . . .	0.			
	Less: allowance for doubtful accounts . . . . .	0.	0.	0.	0.
	5 Grants receivable . . . . .		0.	0.	0.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .		0.	0.	0.
	7 Other notes and loans receivable (attach sch) . . . . .	0.			
	Less: allowance for doubtful accounts . . . . .	0.	0.	0.	0.
	8 Inventories for sale or use . . . . .		0.	0.	0.
	9 Prepaid expenses and deferred charges . . . . .		2,728.	5,542.	5,542.
	10a Investments – U.S. and state government obligations (attach schedule) . . . . .		0.	0.	0.
	b Investments – corporate stock (attach schedule) . L-10b. Stmt . . . . .	516,263.	1,069,660.	1,069,660.	
	c Investments – corporate bonds (attach schedule) . . . . .		0.	0.	0.
LIABILITIES	11 Investments – land, buildings, and equipment. basis . . . . .	0.			
	Less: accumulated depreciation (attach schedule) . . . . .	0.	0.	0.	0.
	12 Investments – mortgage loans . . . . .		0.	0.	0.
	13 Investments – other (attach schedule) . . . . .		0.	0.	0.
	14 Land, buildings, and equipment. basis . . . . .	42,563.			
	Less accumulated depreciation (attach schedule) . . . . .	39,823.	3,451.	2,740.	2,740.
	15 Other assets (describe ▶ L-15 Stmt . . . . .)		4,056.	0.	0.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) . . . . .		609,851.	1,193,228.	1,193,228.
	17 Accounts payable and accrued expenses . . . . .	41,451.	40,870.		
	18 Grants payable . . . . .	0.	0.		
	19 Deferred revenue . . . . .	0.	0.		
	20 Loans from officers, directors, trustees, & other disqualified persons . . . . .	0.	0.		
	21 Mortgages and other notes payable (attach schedule) . . . . .	0.	0.		
	22 Other liabilities (describe ▶ L-22 Stmt . . . . .)	0.	309.		
	23 Total liabilities (add lines 17 through 22) . . . . .	41,451.	41,179.		
NET 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds . . . . .	0.	0.		
	28 Paid-in or capital surplus, or land, building, and equipment fund . . . . .	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	568,400.	1,152,049.		
	30 Total net assets or fund balances (see instructions) . . . . .	568,400.	1,152,049.		
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	609,851.	1,193,228.		

## 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	568,400.
2 Enter amount from Part I, line 27a . . . . .	2	560,449.
3 Other increases not included in line 2 (itemize) . . . . .	3	23,200.
4 Add lines 1, 2, and 3 . . . . .	4	1,152,049.
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	1,152,049.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1a</b>	<b>Vanguard Short-Term Bond Index Fund</b>	P	08/20/12	11/14/13
<b>b</b>	<b>Vanguard 500 Index Fund</b>	P	08/20/12	11/14/13
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 221,969.	0.	223,635.	-1,666.	
<b>b</b> 97,275.	0.	77,226.	20,049.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
<b>a</b>			-1,666.	
<b>b</b>			20,049.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			<b>2</b>	18,383.
<b>3</b> 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 . . . . .			<b>3</b>	

**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 (column (b) divided by column (c))
2012	484,378.	557,679.	0.868561
2011	650,643.	0.	0.000000
2010	471,623.		
2009			
2008			
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.868561
<b>3</b> 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 . . . . .			<b>3</b> 0.434281
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .			<b>4</b> 1,339,199.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 581,589.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 297.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 581,886.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 445,773.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1.		
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1
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 . . . . .		594.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) . . . . .		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2 0.
3 Add lines 1 and 2 . . . . .		3 594.
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- . . . . .		5 594.
6 Credits/Payments.		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 . . . . .		6 a 0.
b Exempt foreign organizations – tax withheld at source . . . . .		6 b 0.
c Tax paid with application for extension of time to file (Form 8868) . . . . .		6 c 297.
d Backup withholding erroneously withheld . . . . .		6 d 0.
7 Total credits and payments. Add lines 6a through 6d . . . . .		7 297.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9 297.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10 0.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax . . . . . ►		Refunded . . . . . ► 11

**Part VII-A Statements Regarding Activities**

1 a 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
1 a		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . .	Yes	No
1 b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1 c Did the foundation file Form 1120-POL for this year? . . . . .	Yes	No
1 c		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation . . . . . ► \$ 0. (2) On foundation managers . . . . . ► \$ 0.		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . . . ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	Yes	No
2		X
If 'Yes,' attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes . . . . .	Yes	No
3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
4 a		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year? . . . . .	Yes	No
4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	Yes	No
5		X
If 'Yes,' attach the statement required by General Instruction T.		
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? . . . . .	Yes	No
6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. . . . .	Yes	No
7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) . . . . . ►		
NY – New York		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation . . . . .	Yes	No
8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV . . . . .	Yes	No
9		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses . . . . .	Yes	No
10		X

**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	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . .	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X
Website address ► <u>www.hillmanfoundation.org</u>			
14	The books are in care of ► <u>Robert Freeman</u> Telephone no. ► <u>(646) 448-6414</u> Located at ► <u>12 West 31st Street, 12th Fl, New York, NY ZIP + 4 10001</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
<b>1 a</b>	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>b</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 ► <u>      </u>	1 b	
<b>c</b>	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? . . . . .	1 c X	
<b>2</b>	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 ► <u>20 __ , 20 __ , 20 __ , 20 __</u>	<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.) . . . . .	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
<b>3 a</b>	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.) . . . . .	3 b	
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4 b X	

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

5 a 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)? . . . . .

5 b

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).

6 a 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? . . . . .

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

6 b

X

7 a 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? . . . . .

7 b

**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
Alexandra Lescaze 12 West 31st Street, 12th Fl New York NY 10001	Executive Director 40.00	80,000.	24,989.	0.
Bruce Raynor 12 West 31st Street, 12th Fl New York NY 10001	President 5.00	0.	0.	0.
Thomas Dubbs 12 West 31st Street, 12th FL New York NY 10001	Treasurer 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		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 . . . . .

None

**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		

**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 <u>The Sidney Hillman Foundation Inc. gives awards for outstanding media publications dealing with the themes relating to the ideas of Sidney Hillman</u>	427,917.
2 <u>The Sidney Hillman Foundation Sponsors the Triangle Shirtwaist Factory Fire Commemoration</u>	18,582.
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		0.
All other program-related investments. See instructions.		
3		
<b>Total. Add lines 1 through 3 . . . . .</b>		None

**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.	1 a	0.
a Average monthly fair market value of securities . . . . .	1 b	246,649.
b Average of monthly cash balances . . . . .	1 c	1,112,944.
c Fair market value of all other assets (see instructions) . . . . .	1 d	1,359,593.
d <b>Total</b> (add lines 1a, b, and c) . . . . .		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets . . . . .	2	0.
3 Subtract line 2 from line 1d . . . . .	3	1,359,593.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) . . . . .	4	20,394.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	1,339,199.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	66,960.

**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	66,960.
2 a Tax on investment income for 2013 from Part VI, line 5 . . . . .	2 a	594.
b Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	2 b	0.
c Add lines 2a and 2b . . . . .	2 c	594.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	66,366.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	0.
5 Add lines 3 and 4 . . . . .	5	66,366.
6 Deduction from distributable amount (see instructions) . . . . .	6	0.
7 <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	66,366.

**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 . . . . .	1 a	445,773.
b Program-related investments — total from Part IX-B. . . . .	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes . . . . .	2	
3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) . . . . .	3 a	0.
b Cash distribution test (attach the required schedule) . . . . .	3 b	0.
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	445,773.
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	0.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	445,773.

**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 . . . . .				66,366.
2 Undistributed income, if any, as of the end of 2013:			27,517.	
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .	0.			
b From 2009 . . . . .	0.			
c From 2010 . . . . .	0.			
d From 2011 . . . . .	650,809.			
e From 2012 . . . . .	484,745.			
f Total of lines 3a through e . . . . .	1,135,554.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 445,773.				
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 . . . . .				
e Remaining amount distributed out of corpus . . . . .	445,773.			
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 . . . . .	1,581,327.			
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 . . . . .			27,517.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				66,366.
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) . . . . .		0.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .		1,581,327.		
10 Analysis of line 9:				
a Excess from 2009 . . . . .	0.			
b Excess from 2010 . . . . .	0.			
c Excess from 2011 . . . . .	650,809.			
d Excess from 2012 . . . . .	484,745.			
e Excess from 2013 . . . . .	445,773.			

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

N/A

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

**Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)****1 Information Regarding Foundation Managers:**

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Alexandra Lescaze  
12 West 31st Street, 12th Floor  
New York NY 10001 (646) 448-6413

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

Copy Of Material Considered With Covered Letter

c Any submission deadlines.

January 31

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

Journalism, Books, Blogs, Photography, Video Published Or Aired In Previous Year

**Part XV | Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
<b>Total</b> . . . . .				► 3 a
<i>b Approved for future payment</i>				
<b>Total</b> . . . . .				► 3 b

## 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) Exclu- sion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies . . .</b>					
<b>2 Membership dues and assessments . . . . .</b>					
<b>3 Interest on savings and temporary cash investments . . . .</b>					
<b>4 Dividends and interest from securities . . . . .</b>			14	11,465.	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
<b>6 Net rental income or (loss) from personal property . . . .</b>					
<b>7 Other investment income . . . . .</b>			14	349.	
<b>8 Gain or (loss) from sales of assets other than inventory . . . .</b>			18	18,383.	18,383.
<b>9 Net income or (loss) from special events . . . . .</b>					
<b>10 Gross profit or (loss) from sales of inventory . . . .</b>					
<b>11 Other revenue:</b>					
a Capital Gain Distribution			14	350.	
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e) . . . . .</b>				30,547.	18,383.
<b>13 Total. Add line 12, columns (b), (d), and (e) . . . . .</b>				13	48,930.

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

**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 . . . . .	1 a (1)	X
(2) Other assets . . . . .	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization. . . . .	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization. . . . .	1 b (2)	X
(3) Rental of facilities, equipment, or other assets . . . . .	1 b (3)	X
(4) Reimbursement arrangements . . . . .	1 b (4)	X
(5) Loans or loan guarantees . . . . .	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations. . . . .	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	1 c	X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1c	0.	Workers United	Allowed To Have Space At The Office No Rent Charges

**2 a** 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
Workers United	Labor Union	Common Control & Historic

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

<b>Sign Here</b>	<hr style="border: 1px solid black; width: 100px; height: 10px; margin-bottom: 5px;"/>	Date		<b>Executive Director</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<hr style="border: 1px solid black; width: 100%; height: 10px; margin-bottom: 5px;"/>			<div style="border: 1px solid black; padding: 5px;">           May the IRS discuss            this return with the            preparer shown below            (see instructions)?         </div>		
<hr style="border: 1px solid black; width: 100%; height: 10px; margin-bottom: 5px;"/>			<hr style="border: 1px solid black; width: 100%; height: 10px;"/>		

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	► WORKERS UNITED		Firm's EIN ►	
	Firm's address	► 12 WEST 31ST STREET, 12TH FLOOR NEW YORK		Phone no	
		NY 10001			

**BAA**

## Form 990-PF (2013)

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**Schedule of Contributors**

**2013**

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Council For American Fashion 33 West 14th Street New York NY 10011	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Amalgamated Life Insurance Company 333 Westchester Avenue White Plains NY 10604	\$ 25,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	Amalgamated Bank 275 Seventh Avenue New York NY 10001	\$ 10,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	Barrett Johnston, LLC 217 Second Avenue North Nashville TN 37201	\$ 20,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	David Bonior 1000 New Jersey Avenue SE Washington DC 20003	\$ 10,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6	Entrust For Management LP 375 Park Avenue, 24th Floor New York NY 10152	\$ 25,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Gerson & Gerson, Inc.	\$ 5,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	112 West 34th Street		(Complete Part II for noncash contributions.)
	New York	NY 10120	
8	Grant & Eisenhofer P.A.	\$ 500,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	1201 North Market Street		(Complete Part II for noncash contributions.)
	Wilmington	DE 19801	
9	Jonathan & Mindy Gray	\$ 16,667	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	PO Box 425		(Complete Part II for noncash contributions.)
	Saratoga Springs	NY 12866	
10	Brad & Roberta Karp	\$ 10,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	115 Central Park West Apt 3D		(Complete Part II for noncash contributions.)
	New York	NY 10023	
11	KPS Capital Partners, LP	\$ 250,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	485 Lexington Avenue, 3rd Floor		(Complete Part II for noncash contributions.)
	New York	NY 10017	
12	Labaton Sucharow LLP	\$ 50,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	140 Broadway		(Complete Part II for noncash contributions.)
	New York	NY 10005	

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13.	Limited Brands Three Limited Parkway Columbus OH 43230	\$ 10,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14.	Michael Potack 25 Harvest Drive Scarsdale NY 10583	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15.	Proskauer Rose LLP 11 Times Square New York NY 10036	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16.	Retail Wholesale & Dept Store Union 30 East 29th Street New York NY 10016	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
17.	William J & Sharon L Stein 4 Rolling Hills Lane Harrison NY 10528	\$ 8,333.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
18.	Z Capital Management, L.L.C. 150 N Field Drive, Suite 300 Lake Forest IL 60045	\$ 10,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name The Sidney Hillman Foundation Inc.	Employer Identification Number 13-5550943
<b>Asset Information:</b>	
Description of Property: Vanguard Short-Term Bond Index Fund	
Date Acquired: 08/20/12	How Acquired: Purchased
Date Sold: 11/14/13	Name of Buyer: . . .
Sales Price: 221,969.	Cost or other basis (do not reduce by depreciation): 223,635.
Sales Expense: 0.	Valuation Method: Cost
Total Gain (Loss): -1,666.	Accumulation Depreciation: . . .
Description of Property: Vanguard 500 Index Fund	
Date Acquired: 08/20/12	How Acquired: Purchased
Date Sold: 11/14/13	Name of Buyer: . . .
Sales Price: 97,275.	Cost or other basis (do not reduce by depreciation): 77,226.
Sales Expense: .	Valuation Method: Cost
Total Gain (Loss): 20,049.	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .
Description of Property: . . .	
Date Acquired: .	How Acquired: . . .
Date Sold: .	Name of Buyer: . . .
Sales Price: .	Cost or other basis (do not reduce by depreciation): . . .
Sales Expense: .	Valuation Method: . . .
Total Gain (Loss): .	Accumulation Depreciation: . . .

## Form 990-PF, Page 1, Part I, Line 18

## Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise Tax	367.	0.	0.	367.
NY State Charitable Tax	250.	0.	0.	250.
Payroll Taxes	8,757.	0.	0.	8,834.
<b>Total</b>	<b>9,374.</b>	<b>0.</b>	<b>0.</b>	<b>9,451.</b>

## Form 990-PF, Page 1, Part I, Line 23

## Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Sidney Hillman Awards - NY	174,010.	0.	0.	173,498.
Sidney Hillman Awards - Canada	44,851.	0.	0.	41,242.
Sidney Awards	6,150.	0.	0.	6,167.
Triangle Fire Commemoration	18,582.	0.	0.	18,982.
Temporary Help	355.	0.	0.	355.
Postage	287.	0.	0.	230.
Office Supplies	17.	0.	0.	17.
Telephone	1,541.	0.	0.	1,532.
Insurance	1,498.	0.	0.	1,498.
Investment Managers Fees	500.	500.	0.	
Bank Charges	552.	0.	0.	552.
Payroll Service Fee	1,419.	0.	0.	1,034.
Amortization	0.	0.	0.	0.
Advertising	959.	0.	0.	1,231.
<b>Total</b>	<b>250,721.</b>	<b>500.</b>	<b>0.</b>	<b>246,338.</b>

## Form 990-PF, Page 6, Part VIII, Line 1

## Information about Officers, Directors, Trustees, Etc.

(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
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Mark Levinson 12 West 31st Street, 12th FL New York NY 10001	Secretary 2.00	0.	0.	0.
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Stuart Applebaum 12 West 31st Street, 12th FL New York NY 10001	Director 1.00	0.	0.	0.
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Noel Beasley 12 West 31st Street, 12th Fl New York NY 10001	Director 1.00	0.	0.	0.

**Form 990-PF, Page 6, Part VIII, Line 1  
Information about Officers, Directors, Trustees, Etc.**

**Continued**

(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
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Clayola Brown</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Gary Bonadonna</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Danny Glover</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Jean Hervey</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Gerald Hudson</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Michael Psaros</u> <u>12 West 31st Street, 12th Floor</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> <u>Andrew Stern</u> <u>12 West 31st Street, 12th Floor</u> <u>New York NY 10001</u>	<u>Director</u> <u>1.00</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person.. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/>				

Total

0.                    0.                    0.

**Form 990-PF, Page 2, Part II, Line 10a  
L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US Treasury Notes				

Form 990-PF, Page 2, Part II, Line 10a  
L-10a Stmt

Continued

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Total				

Form 990-PF, Page 2, Part II, Line 10b  
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
PIMCO Low Duration Fund	319,294.	319,294.
Vanguard Total Stock Market Index Fund	750,366.	750,366.
Total	<u>1,069,660.</u>	<u>1,069,660.</u>

Form 990-PF, Page 2, Part II, Line 14  
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Computer Software	39,634.	36,894.	2,740.
Computer Hardware	2,929.	2,929.	0.
Total	<u>42,563.</u>	<u>39,823.</u>	<u>2,740.</u>

Form 990-PF, Page 2, Part II, Line 15  
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
	Book Value	Fair Market Value	
Deposits	4,056.	0.	0.
Total	<u>4,056.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 22  
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Payroll Deductions Payable	0.	309.

Form 990-PF, Page 2, Part II, Line 22

Continued

**Other Liab Stmt**

<b>Line 22 - Other Liabilities:</b>	<b>Beginning Year Book Value</b>	<b>Ending Year Book Value</b>
Total	<u>0.</u>	<u>309.</u>