Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE ACHELIS FOUNDATION
C\O MORRIS & MCVEIGH

A Employer identification number 13-6022018

Number and street (or P O box number if mail is not delivered to street address) 767 THIRD AVENUE   Room/suite

B Telephone number (see instructions) (212) 644-0322

City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017

C If exemption application is pending, check here ▶ [ ]

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 41,547,645.

J Accounting method [ ] Cash [ ] Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	392,152.	516,813.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,346,828.			
	b Gross sales price for all assets on line 6a 13,775,797.				
	7 Capital gain net income (from Part IV, line 2)		4,113,567.		
	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) ATCH 2	1,578,262.	57,783.		
	12 **Total.** Add lines 1 through 11	5,317,242.	4,688,163.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,666.	3,233.		61,433.
	14 Other employee salaries and wages	12,285.	1,229.		11,057.
	15 Pension plans, employee benefits	16,965.	1,697.		15,269.
	16a Legal fees (attach schedule) ATCH 3	243.	61.		182.
	b Accounting fees (attach schedule) ATCH 4	39,138.	19,569.		19,569.
	c Other professional fees (attach schedule) *	150,562.	143,570.		6,992.
	17 Interest ATCH 6		4,675.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	38,257.	6,024.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	16,666.	1,667.		14,999.
	21 Travel, conferences, and meetings	6,402.	320.		6,082.
	22 Printing and publications	902.	45.		857.
	23 Other expenses (attach schedule) ATCH 8	10,069.	189,864.		9,437.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	356,155.	371,954.		145,877.
	25 Contributions, gifts, grants paid	1,366,600.			1,366,600.
	26 Total expenses and disbursements Add lines 24 and 25	1,722,755.	371,954.	0	1,512,477.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,594,487.			
	b **Net investment income** (if negative, enter -0-)		4,316,209.		
	c **Adjusted net income** (if negative, enter -0-)				

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*ATCH 5

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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	1,528,373.	36,536.	36,536.
2	Savings and temporary cash investments	515,257.	701,707.	701,707.
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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 9	7,749,034.	8,523,720.	8,523,720.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	26,921,505.	32,285,682.	32,285,682.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	36,714,169.	41,547,645.	41,547,645.
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	36,714,169.	41,547,645.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	36,714,169.	41,547,645.	
31	**Total liabilities and net assets/fund balances** (see instructions)	36,714,169.	41,547,645.	

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	36,714,169.
2	Enter amount from Part I, line 27a	2	3,594,487.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	1,238,989.
4	Add lines 1, 2, and 3	4	41,547,645.
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	41,547,645.

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	4,113,567.
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	1,540,003.	35,664,582.	0.043180
2011	1,520,019.	36,452,969.	0.041698
2010	1,540,233.	35,338,460.	0.043585
2009	1,614,382.	32,332,435.	0.049931
2008	2,361,227.	38,598,987.	0.061173

2	**Total** of line 1, column (d)	2	0.239567
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	0.047913
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	38,521,769.
5	Multiply line 4 by line 3	5	1,845,694.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	43,162.
7	Add lines 5 and 6	7	1,888,856.
8	Enter qualifying distributions from Part XII, line 4	8	1,512,477.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	86,324.
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	86,324.
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	86,324.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 61,000.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 19,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	80,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6,324.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ACHELIS-BODMAN-FNDS.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (212)644-0322

Located at ▶ 767 THIRD AVENUE NEW YORK, NY ZIP+4 ▶ 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		64,666.	9,799.	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
ATCH 13		105,689.
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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	23,475,581.
b	Average of monthly cash balances	1b	1,504,703.
c	Fair market value of all other assets (see instructions)	1c	14,128,111.
d	**Total** (add lines 1a, b, and c)	1d	39,108,395.
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	39,108,395.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	586,626.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,521,769.
6	**Minimum investment return.** Enter 5% of line 5	6	1,926,088.

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	1,926,088.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	86,324.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	86,324.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,839,764.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,839,764.
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	1,839,764.

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	1,512,477.
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		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,512,477.
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,512,477.

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				1,839,764.
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 438,737.				
b From 2009 2,033.				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	440,770.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,512,477.				
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				1,512,477.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	327,287.			327,287.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	113,483.			
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)	111,450.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,033.			
10 Analysis of line 9				
a Excess from 2009 2,033.				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

N/A

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

ATCH 14

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

ATCH 15

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES.

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

ATCH 16

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total ▶ **3a**				1,366,600.
b *Approved for future payment*				
Total ▶ **3b**				

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					
4 Dividends and interest from securities	900001	876.	14	391,276.	
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	900001	4,779.	18	3,342,049.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18		6,403.		1,571,859.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		12,058.		5,305,184.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 5,317,242.

(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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/12/14 Title: Executive Director & Secretary

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J REILLY	[signature]	NOV 11 2014		P00183769

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L — Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 — Phone no 212-661-7777

JSA
3E1493 1 000
8BC090 M261

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		Gain or (loss)	
		MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES				P		
13775797.		10428969.					3,346,828.	
		LIMITED PARTNERSHIP GAINS (LOSSES) PROPERTY TYPE: OTHER				P		
							771,518.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P		
							-4,779.	
TOTAL GAIN(LOSS)							4,113,567.	

The Achelis Foundation
12/31/13

SCHEDULE OF GAINS AND LOSSES FROM LIMITED PARTNERSHIPS

	Gain (Loss)
RCP Secondary Opportunity Fund II, LP	5,158
TIFF Partners III, LLC	14,891
Endowment / Common Fund	82,149
Cyprium Investors II, LLC	(15,686)
TIFF Secondary Partners I, LLC	48,717
TIFF Partners 2006	79,112
TIFF Partners 2007	73,021
TIFF Partners 2008	32,398
TIFF Partners 2012	(75)
TIFF Partners 2013	33
TIFF Special Opp Fund	3,145
Abrams Capital	448,189
Brightwood Capital SBIC II, LP	466
Total Gains from Limited Partnerships	771,518
Less Amount attributable to UBIT	(4,779)
Total	766,739

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST & DIVIDENDS FROM SECURITIES	392,152.	392,152.
INTEREST & DIVIDENDS FROM LIMITED PARTNERSHIPS		125,537.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-876.
TOTAL	392,152.	516,813.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM LIMITED PARTNERSHIPS AND SIMILAR TYPE INVESTMENTS - NET	1,543,262.	29,186.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-6,403.
TRUST INSTRUMENTS	35,000.	35,000.
TOTALS	1,578,262.	57,783.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL SERVICES	243.	61.		182.
TOTALS	243.	61.		182.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDITING AND TAX SERVICES	21,206.	10,603.		10,603.
BOOKKEEPING SERVICES	12,900.	6,450.		6,450.
OTHER BOOKKEEPING SERVICES	5,032.	2,516.		2,516.
TOTALS	39,138.	19,569.		19,569.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	143,570.	143,570.	
CONSULTING FEES	6,992.		6,992.
TOTALS	150,562.	143,570.	6,992.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		4,791.
LESS:AMOUNT ATTRIBUTED TO UBIT		-116.
TOTALS		4,675.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHHOLDING TAXES PAID THROUGH PARTNERSHIPS		1,890.
LESS: AMOUNT ATTRIBUTED TO UBI		-82.
FOREIGN WITHHOLDING TAX ON INVESTMENTS	4,216.	4,216.
FEDERAL EXCISE TAX	33,791.	
NYS CORPORATION TAX	250.	250.
LESS: AMOUNT ATTRIBUTED TO UBI		-250.
TOTALS	38,257.	6,024.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	314.	16.	298.
TELEPHONE	3,953.	198.	3,755.
POSTAGE	252.	13.	239.
MISCELLANEOUS	4,050.	405.	3,645.
FILING FEES	1,500.		1,500.
LIMITED PARTNERSHIP EXPENSES		198,210.	
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-8,978.	
TOTALS	10,069.	189,864.	9,437.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	8,523,720.	8,523,720.
TOTALS	8,523,720.	8,523,720.

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2013

	December 31, 2013		
	Shares / Principal	Book Basis	Market Value
Stocks			
Abbott Laboratories	5,000	54,894	191,650
Abbvie Inc	5,000	59,528	264,050
AMC Networks Inc	325	3,618	22,136
Anadarko Pete Corp	3,500	67,974	277,620
Array Biopharma Inc	2,650	16,557	13,277
Arris Group Inc.	2,200	25,534	53,548
Atmel Corp	8,400	47,201	69,687
Automatic Data Processing Inc	4,500	94,541	363,596
Avnet Inc	1,100	25,936	48,521
Bank of New York Mellon Corp	5,000	23,478	174,700
Barrick Gold Corp	7,000	124,353	123,410
C A E Inc Com	3,450	23,041	43,953
Cablevision NY Group CL A	2,000	20,051	35,860
Cameco Corp	2,150	19,657	44,656
Canadian Pac	1,400	102,796	211,848
ChevronTexaco Corp	3,000	189,270	374,730
Cincinnati Bell Inc.	8,300	27,338	29,548
Cognex Corp	1,000	9,980	38,180
Colgate Palmolive Co	6,000	110,037	391,260
Conocophillips	3,500	76,800	247,275
Cummins Inc	650	5,702	91,631
Cyrusone Inc	650	12,143	14,515
Discovery Communications - A	280	4,923	25,318
Discovery Communications - C	1,030	13,759	86,376
Endocyte Inc	1,000	14,163	10,680
Exxon Mobil Corp	4,500	137,691	455,400
Fairway Group Holdings Corp	900	14,658	16,344
Foster Wheeler AG	2,050	45,356	67,652
Gannett Inc	2,800	37,444	82,824
General Electric Co	5,000	139,792	140,150
Harmonic Inc.	3,200	21,440	23,616

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2013

	December 31, 2013		
	Shares / Principal	Book Basis	Market Value
Helmrich & Payne Incorporated	750	10,727	63,060
Hexcel Corp New Com	1,200	28,202	53,628
Iac Interactivecorp	430	6,960	29,520
Immunogen Inc	850	6,844	12,470
Intel Corp	10,000	167,188	259,550
Interxion Holding NV	700	8,126	16,527
Isis Pharmaceuticals	1,650	21,651	65,736
Janus Cap Group	1,850	14,212	22,885
JDS Uniphase Corp	1,200	15,618	15,582
Johnson & Johnson	5,000	178,438	457,950
Kansas City Southern	600	8,645	74,298
Lam Resh Corp	1,618	35,220	88,100
Las Vegas Sands Corp.	1,400	6,331	110,418
Lazard Ltd	550	20,144	24,926
Level 3 Communications Inc	1,046	15,522	34,696
Liberty Media Corp	250	2,478	36,573
LSI Corporation	5,150	26,445	56,830
Madison Square Garden Inc	325	2,811	18,714
Meadwestvaco Corp	300	7,577	11,079
Medicines Co	400	9,377	15,448
Micronet Inc	1,900	22,287	17,404
Mosaic Co.	900	35,233	42,543
Myriad Genetics Inc	1,100	13,985	23,078
Nestle SA	2,000	134,700	147,180
Newmont Mining Corp	3,500	136,327	80,605
Nii Holdings Inc	1,700	24,121	4,675
Orient Express Hotels Ltd	3,900	40,314	58,929
Pall Corporation	850	20,107	72,548
Pepsico Inc	4,500	126,524	373,230
Precision Castparts Corp	400	6,300	107,720
Procter & Gamble Co	5,500	168,802	447,755
Raymond James Financial Inc	650	13,332	33,924
Regeneron Pharmaceuticals Inc	460	8,417	126,610
RF Micro Devices Inc	6,300	32,399	32,508
Robert Half International Inc	650	19,352	27,294
Rowan Companies PLC	800	27,224	28,288
Royal Caribbean Cruises	1,900	44,562	90,098
Royal Dutch Shell PLC	3,632	69,360	258,853
RTI Intl Metals Inc	850	29,991	29,079
Seachange Intl Inc	2,400	18,339	29,184
Seattle Genetics Inc	1,250	13,457	49,863
Sinclair Broadcast Group Inc	2,250	14,062	80,393
Sothebys Holdings Inc Class A	950	32,425	50,540
Starz - Liberty Capital	250	285	7,310
Stillwater Mng co	2,800	29,814	34,552
Telephone and Data Systems	650	15,604	16,757
Trimble Nav Ltd	2,400	33,043	83,280

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2013

	December 31, 2013		
	Shares / Principal	Book Basis	Market Value
Triquint Semiconductor Inc	3,150	14,567	26,271
TW Telecom Inc	1,400	22,789	42,658
Unifi Inc	1,000	18,549	27,240
Union Pacific Corp	2,400	30,054	403,200
United States Cellular Corp	400	10,785	16,728
Valspar Corp	850	17,770	60,597
Vishay Intertechnology Inc	1,900	23,606	25,194
Vivus Inc	1,850	24,972	16,798
Waddell & Reed Financial Inc	750	10,826	48,841
Total Stocks		**3,466,454**	**8,523,720**

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TIFF PARTNERS III L.P.	73,405.	73,405.
ENDOWMENT PRIVATE EQUITY PART.	246,046.	246,046.
TIFF SECONDARY PARTNERS I L.P.	405,036.	405,036.
CYPRIUM INVESTORS II, L.P.	134,698.	134,698.
CYPRIUM INVESTORS IV, L.P.	705.	705.
SOUTHPAW CREDIT OPTY FUND LTE.	2,521,615.	2,521,615.
TIFF PARTNERS III	707,331.	707,331.
TIFF SECONDARY PARTNERS 2007	721,728.	721,728.
TIFF SECONDARY PARTNERS 2008	815,185.	815,185.
ABRAMS CAPITAL PARTNERS II	4,058,482.	4,058,482.
NORTHRUN OFFSHORE	2,471,225.	2,471,225.
DODGE & COX	1,383,297.	1,383,297.
TIFF SHORT TERM	350,376.	350,376.
VANGUARD	125,403.	125,403.
WCM FOCUSED INT'L GROWTH	3,696,318.	3,696,318.
TIFF SECONDARY PARTNERS 2012	285,944.	285,944.
TIFF SPECIAL OPPORTUNITY FUND	197,588.	197,588.
VANGUARD ST BOND INDEX	2,918,110.	2,918,110.
ARTISAN INTL VALUE FUND	4,286,781.	4,286,781.
DELAWARE EMERGING MARKETS	2,048,217.	2,048,217.
WALTHAUSEN SMALLCAP VALUE FUND	4,430,932.	4,430,932.
TIFF PRVT EQUITY PARTNERS 2013	52,774.	52,774.
RCP SECOND. OPPORT. FUND II LP	168,272.	168,272.
BRIGHTWOOD CAPITAL SBIC II LP	186,214.	186,214.
TOTALS	32,285,682.	32,285,682.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		1,238,989.
	TOTAL	1,238,989.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RUSSELL P. PENNOYER 767 THIRD AVENUE NEW YORK, NY 10017	PRESIDENT/TRUSTEE 3.00	0	0	0
JOHN N. IRWIN III 767 THIRD AVENUE NEW YORK, NY 10017	CHAIRMAN/TRUSTEE 3.00	0	0	0
PETER FRELINGHUYSEN 767 THIRD AVENUE NEW YORK, NY 10017	VICE PRESIDENT/TRUSTEE 3.00	0	0	0
MARY S. PHIPPS 767 THIRD AVENUE NEW YORK, NY 10017	VICE PRESIDENT/TRUSTEE 3.00	0	0	0
HORACE I. CRARY, JR. 767 THIRD AVENUE NEW YORK, NY 10017	TREASURER/TRUSTEE 3.00	0	0	0
JOHN B. KRIEGER 767 THIRD AVENUE NEW YORK, NY 10017	EXECUTIVE DIRECTOR/SECRETARY 40.00	64,666.	9,799.	0

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

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LESLIE LENKOWSKY 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0	0	0
TATIANA POUSCHINE 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0	0	0
WALTER J. P. CURLEY, JR. 767 THIRD AVENUE NEW YORK, NY 10017	TRUSTEE 3.00	0	0	0
	GRAND TOTALS	64,666.	9,799.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MORRIS AND MCVEIGH 767 THIRD AVE. NEW YORK, NY 10017	INVESTMENT	105,689.
	TOTAL COMPENSATION	105,689.

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. JOHN N. IRWIN, CHAIRMAN
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. RUSSELL P. PENNOYER, PRESIDENT
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. JOHN KRIEGER, EXECUTIVE DIRECTOR
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT REQUESTS SHOULD BE FORWARDED BY LETTER, ONE COPY ONLY, OVER THE SIGNATURE OF AN APPROPRIATE OFFICER. ORGANIZATIONS WITH WHICH THE FOUNDATION MAY NOT BE FAMILIAR WITH SHOULD INCLUDE A STATEMENT OF HISTORY AND PURPOSES, THE SCOPE OF CURRENT ACTIVITIES, THE PROJECT OR PURPOSE FOR WHICH FUNDS ARE SOUGHT AND FINANCIAL DATA AS TO BOTH THE ORGANIZATION AND THE PROPOSAL ITSELF, TOGETHER WITH PROOF OF TAX-EXEMPT STATUS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S ACTIVITIES ARE PRIMARILY CENTERED IN GREATER NEW YORK UNDER THE CURRENT PROGRAM, GRANTS ARE USUALLY NOT AUTHORIZED FOR TRAVEL, PUBLICATIONS, FILMS, OR CONFERENCES. THE FOUNDATION DOES NOT ENGAGE DIRECTLY IN RESEARCH OR EXPERIMENTAL PROJECTS. THE FOUNDATION DOES NOT MAKE LOANS NOR DOES IT MAKE GRANTS TO INDIVIDUALS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE PC	SEE ATTACHED SCHEDULE	1,366,600.
		TOTAL CONTRIBUTIONS PAID	1,366,600.

THE ACHELIS FOUNDATION
DECEMBER 31, ,2013

GRANTS PAID DURING 2013:

PROGRAM GRANTS.	1,236,000
DISCRETIONARY GRANTS	131,600
	1,367,600

2013 GRANTS

The Achelis Foundation

Arts and Culture

Bronx River Alliance *Bronx, New York* General operating support	**$25,000**
Brooklyn Historical Society *Brooklyn, New York* General operating support	**$25,000**
Brooklyn Museum *Brooklyn, New York* General operating support	**$15,000**
Institute for the Study of the Ancient World **New York University** *New York, New York* For public programs	**$25,000**
New-York Historical Society *New York, New York* For an exhibition, *Chinese American: Exclusion/Inclusion*	**$25,000**
New York Landmarks Conservancy *New York, New York* For the Sacred Sites program in New York City	**$50,000**
Save the Redwoods League *San Francisco, California* For the Redwood Land Program	**$20,000**
Theatre for a New Audience *New York, New York* General operating support	**$15,000**
Town Hall *New York, New York* General operating support	**$25,000**

Wildlife Conservation Society | **$125,000**

Bronx, New York

To support the new *Ocean Wonders: Sharks!* building at the New York Aquarium

Education

Alliance for Catholic Education | **$35,000**
University of Notre Dame

Notre Dame, Indiana

To implement the Catholic School Advantage Campaign in the Diocese of Brooklyn

Brooklyn Conservatory of Music | **$10,000**

Brooklyn, New York

To support the Music Partners Program

Classroom, Inc. | **$50,000**

New York, New York

To expand programs in the Diocese of Brooklyn

Curran Principal Academy | **$25,000**

New York, New York

General operating support

De La Salle Academy | **$50,000**

New York, New York

For tuition assistance

Hudson Link for Higher Education in Prison | **$50,000**

Ossining, New York

General operating support

New Alternatives for Children | **$25,000**

New York, New York

For the College Bound Program

Saint Ignatius School | **$25,000**

Bronx, New York

General operating support

Summer Search New York City | **$25,000**

New York, New York

General operating support

Unity Preparatory Charter School of Brooklyn $50,000
Brooklyn, New York
For start-up and first-year expenses

Employment

Brooklyn Workforce Innovations $50,000
Brooklyn, New York
To support workforce development programs

Opportunities for a Better Tomorrow $50,000
Brooklyn, New York
To support the Youth Job Training Program at the Y Roads Center in Jamaica, Queens

Paraprofessional Healthcare Institute $50,000
Bronx, New York
For Workforce Training and Development

Per Scholas $50,000
Bronx, New York
To support the Brooklyn IT Ready program

Health

Adaptive Design Association $25,000
New York, New York
General operating support

Cancer Research Institute $40,000
New York, New York
For the Cancer Vaccine Collaborative

Friends of Karen $15,000
Purdys, New York
For the Family Support Program

Gallop NYC $15,000
New York, New York
General operating support

Mount Sinai Adolescent Health Center $25,000
New York, New York
For a conference, *Child Abuse and Neglect and Commercial Sexual Exploitation and Trafficking of Minors in the U.S.*

Youth and Families

Catholic Big Sisters and Big Brothers $25,000
New York, New York
General operating support

Christodora $75,000
New York, New York
General operating support

Empire State College, State University of New York (Fiduciary: Research Foundation of SUNY) $15,000
Staten Island, New York
To support the Life Skills Empowerment Program Adaptation for Homeless At-Risk Youth

New York City – Parents in Action $15,000
New York, New York
General operating support

New York Society for the Prevention of Cruelty to Children $25,000
New York, New York
To support the Trauma Recovery Program

Spence-Chapin Services to Families and Children $40,000
New York, New York
To support A Special Adoption Program

Others

St. John's Bread and Life $25,000
Brooklyn, New York
General operating support

1,236,000

All charities listed above are designated with the code "PC" per IRS guidelines.

2013 Discretionary Grants - Achelis Foundation

10/22/2014

Organization Project Title	Reference Number	Grant Amount	Paid To Date	Type Status	Grant Date
Brick Presbyterian Church New York, NY		$4,000.00	$4,000.00	Matching Gifts	11/26/2013
All Souls Episcopal Church Washington, DC		$400.00	$400.00	Matching Gifts	12/20/2013
American Enterprise Institute for Public Policy Research Washington, DC *General Operating Support - DG*		$1,000.00	$1,000.00	Matching Gifts	12/31/2013
American Friends for the Preservation of Czech Culture Dover, MA *General Operating Support - DG*		$4,000.00	$4,000.00	Matching Gifts	12/31/2013
American Friends of Blerancourt New York, NY		$800.00	$800 00	Matching Gifts	12/20/2013
American Hospital of Paris Foundation New York, NY *General operating support - DG*		$800.00	$800.00	Matching Gifts	12/31/2013
American Society of the French Legion of Honor New York, NY *general operating support - DG*		$1,000.00	$1,000.00	Matching Gifts	2/20/2013
American Society of the French Legion of Honor New York, NY *general operating support - DG*		$800.00	$800.00	Matching Gifts	12/20/2013
Birch Wathen Lenox School New York, NY		$4,000.00	$4,000.00	Matching Gifts	11/26/2013
Bloomington Hospital Foundation Bloomington, IN		$1,000 00	$1,000.00	Matching Gifts	9/10/2013

ATTACHMENT 17

Organization Project Title	Reference Number	Grant Amount	Paid To Date	Type Status	Grant Date
Brooks School North Andover, MA		$4,000.00	$4,000.00	Matching Gifts	12/11/2013
Capuchin Franciscan Friars Union City, NJ *General operating support*		$1,000.00	$1,000.00	Matching Gifts	4/12/2013
Cathedral Preparatory Seminary Elmhurst, NY *Annual Catholic Appeal*		$1,000.00	$1,000.00	Matching Gifts	5/20/2013
Christodora New York, NY		$12,000 00	$12,000.00	Matching Gifts	2/6/2013
Church of St. Vincent Ferrer New York, NY *general operating support - DG*		$400.00	$400.00	Matching Gifts	12/20/2013
Clarion Music Society New York, NY *General Operating Support*		$4,000.00	$4,000.00	Matching Gifts	6/19/2013
Council of American Ambassadors Washington, DC *30th Anniversary Gala*		$800.00	$800 00	Matching Gifts	2/20/2013
Council of American Ambassadors Washington, DC		$800.00	$800.00	Matching Gifts	12/20/2013
Dartmouth Natural Resources Trust Dartmouth, MA *General Operating Support - DG*		$4,000 00	$4,000 00	Matching Gifts	12/31/2013
Fishers Island Community Center Fishers Island, NY		$1,000.00	$1,000 00	Matching Gifts	12/11/2013

ATTACHMENT 17

Organization Project Title	Reference Number	Grant Amount	Paid To Date	Type Status	Grant Date
Foundation for Cultural Review New York, NY *General Operating Support - DG*		$4,000.00	$4,000 00	Matching Gifts	12/31/2013
Franciscan Foundation for the Holy Land Washington, DC		$1,000.00	$1,000.00	Matching Gifts	7/10/2013
Franciscan Foundation for the Holy Land Washington, DC *General operating support - MG*		$1,000.00	$1,000 00	Matching Gifts	12/16/2013
Garden Conservancy Cold Spring, NY *General Operating Support - DG*		$4,000 00	$4,000 00	Matching Gifts	12/31/2013
Greenwood Gardens Short Hills, NJ *General Operating Support - DG*		$4,000.00	$4,000.00	Matching Gifts	12/31/2013
Harvard University Cambridge, MA *Harvard College - General Support*		$4,000.00	$4,000.00	Matching Gifts	1/30/2013
Harvard University Cambridge, MA *HBS 65th Reunion MBA Class of 1948 Fellowship Fund*		$400.00	$400 00	Matching Gifts	1/30/2013
Hotchkiss School Lakeville, CT		$2,000.00	$2,000.00	Matching Gifts	12/11/2013
Indiana University Foundation Bloomington, IN		$8,000.00	$8,000.00	Matching Gifts	10/22/2013
Island Health Project Fishers Island, NY *Capital Project*		$2,000.00	$2,000.00	Matching Gifts	12/11/2013

ATTACHMENT 17

Organization Project Title	Reference Number	Grant Amount	Paid To Date	Type Status	Grant Date
Magnum Foundation New York, NY		$2,000.00	$2,000.00	Matching Gifts	9/10/2013
Marine Corps University Foundation Quantico, VA *general operating support - DG*		$800.00	$800.00	Matching Gifts	12/20/2013
Mater Ecclesiae Fund for Vocations Esmont, VA *General operating support*		$1,000.00	$1,000.00	Matching Gifts	4/10/2013
Mater Ecclesiae Fund for Vocations Esmont, VA *general operating support*		$1,000.00	$1,000.00	Matching Gifts	12/13/2013
Mustard Seed School Hoboken, NJ		$2,000.00	$2,000.00	Matching Gifts	12/11/2013
National World War II Museum New Orleans, LA *General Operating Support - DG*		$400.00	$400.00	Matching Gifts	12/30/2013
New-York Historical Society New York, NY *General operating support - DG*		$6,000.00	$6,000.00	Matching Gifts	12/31/2013
North Shore Land Alliance Old Westbury, NY		$4,000.00	$4,000.00	Matching Gifts	12/31/2013
New York City - Parents in Action New York, NY		$2,000.00	$2,000.00	Matching Gifts	5/29/2013
Old Westbury Gardens Old Westbury, NY *General Operating Support - DG*		$4,000.00	$4,000.00	Matching Gifts	12/30/2013

ATTACHMENT 17

Organization Project Title	Reference Number	Grant Amount	Paid To Date	Type Status	Grant Date
Planned Parenthood of Nassau County Hempstead, NY *General Operating Support - DG*		$4,000 00	$4,000.00	Matching Gifts	12/30/2013
Pregnancy Help New York, NY		$1,000 00	$1,000 00	Matching Gifts	12/11/2013
St. Francis Xavier Church Brooklyn, NY *General Operating Support - MG*		$1,000.00	$1,000.00	Matching Gifts	12/3/2013
Two East Sixty-Second Street Foundation New York, NY *general operating support - DG*		$1,200.00	$1,200.00	Matching Gifts	12/20/2013
United Way of Bloomington & Monroe County Bloomington, IN		$1,000 00	$1,000.00	Matching Gifts	11/26/2013
United Way of Monroe County Bloomington, IN		$1,000 00	$1,000.00	Matching Gifts	11/26/2013
Rector and Visitors of the University of Virginia Charlottesville, VA *General Operating Support - DG*		$1,000.00	$1,000.00	Matching Gifts	12/31/2013
Wildlife Conservation Society Bronx, NY *Annual Giving - DG*		$20,000 00	$20,000 00	Matching Gifts	12/31/2013
Yale University New Haven, CT *Yale Alumni Fund - DG*		$1,000.00	$1,000.00	Matching Gifts	12/30/2013
	Grand Total (49 items)	$131,600.00	$131,600.00		

All charities listed above are designated with the code "PC" per IRS guidelines.

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

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME (LOSS)	900001	6,403.	14	1,571,859.	
TOTALS		6,403.		1,571,859.	

Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE ACHELIS FOUNDATION C\O MORRIS & MCVEIGH	Employer identification number (EIN) or 13-6022018
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 767 THIRD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION

Telephone No. ▶ 212 644-0322 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning ______, 20__, and ending ______, 20__

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 80,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 61,000.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 19,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE ACHELIS FOUNDATION C\O MORRIS & MCVEIGH	Employer identification number (EIN) or 13-6022018
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 767 THIRD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶
  Telephone No ▶ 212 644-0322 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/17 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ______, 20 ___ , and ending ______, 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 80,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 80,000.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

JSA
3F8055 2 000

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