Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation MORRIS & ANNA PROPP SONS FUND INC.	A Employer identification number 13-6099110
Number and street (or P O box number if mail is not delivered to street address) 405 PARK AVENUE — Room/suite 1103	B Telephone number (212)752-3910
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022	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) ▶$ 17118362. — J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	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	423299.	423299.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1135216.			
	b Gross sales price for all assets on line 6a 6473754.				
	7 Capital gain net income (from Part IV, line 2)		1135216.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-18646.	-18646.		Statement 2
	12 **Total.** Add lines 1 through 11	1539869.	1539869.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20000.	0.		0.
	14 Other employee salaries and wages	27502.	9000.		18502.
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	882.	0.		882.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	13564.	0.		2764.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	3688.	0.		3688.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	65636.	9000.		25836.
	25 Contributions, gifts, grants paid	1457950.			1457950.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1523586.	9000.		1483786.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	16283.			
	b **Net investment income** (if negative, enter -0-)		1530869.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	60232.	204416.	204416.
	2 Savings and temporary cash investments	1764396.	1343249.	1343249.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 6	9750059.	10214215.	14821537.
	c Investments - corporate bonds Stmt 7	813769.	642859.	656660.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	96223.	96223.	42500.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Torah Scroll)	50000.	50000.	50000.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12534679.	12550962.	17118362.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12534679.	12550962.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	12534679.	12550962.	
	31 Total liabilities and net assets/fund balances	12534679.	12550962.	

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	12534679.
2	Enter amount from Part I, line 27a	2	16283.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12550962.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12550962.

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				
b	See Attached Statement			
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	6473754.		5338538.	1135216.

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				1135216.

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	1135216.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	614775.	13644871.	.045055
2011	438037.	11927618.	.036725
2010	329010.	7245385.	.045410
2009	409019.	6535373.	.062585
2008	309883.	7664670.	.040430

2 Total of line 1, column (d)	2	.230205
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	.046041
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16215875.
5 Multiply line 4 by line 3	5	746595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15309.
7 Add lines 5 and 6	7	761904.
8 Enter qualifying distributions from Part XII, line 4	8	620286.

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	30617.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	30617.
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	30617.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9920.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	27920.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	48.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2745.
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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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

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

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

Website address ▶ N/A

14 The books are in care of ▶ ORGANIZATION'S OFICES Telephone no ▶212-752-3910

Located at ▶405 PARK AVENUE NEW YORK N.Y., NEW YORK, NY ZIP+4 ▶10022

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

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

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	X	
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		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MORRIS S PROPP 405 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 3.00	0.	0.	0.
HELEN HELLER 15 MAIDEN LANE NEW YORK, NY 10038	DIRECTOR 1.00	0.	0.	0.
GAIL PROPP 950 PARK AVENUE NEW YORK, NY 10028	DIRECTOR 1.00	0.	0.	0.
RABBI CHARLES RUDANSKY 640 FOREST AVENUE MAMARONECK, NY 10543	SPIRITUAL DIRECTOR 1.00	20000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part 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	14739170.
b	Average of monthly cash balances	1b	1681147.
c	Fair market value of all other assets	1c	42500.
d	**Total** (add lines 1a, b, and c)	1d	16462817.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16462817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	246942.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16215875.
6	**Minimum investment return.** Enter 5% of line 5	6	810794.

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	810794.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 30617.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	30617.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	780177.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	780177.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	780177.

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	620286.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	620286.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	620286.

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

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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				780177.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			495238.	
b Total for prior years ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 620286.				
a Applied to 2012, but not more than line 2a			495238.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				125048.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				655129.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

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				
D & D FAMILY FOUNDATION 25 EAST 86TH ST NEW YORK, NY 10028	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	45000.
EPHRAIM & GAIL PROPP FAMILY FOUNDATION 950 PARK AVENUE NEW YORK, NY 10028	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	90000.
J W HELLER FOUNDATION 15 MAIDEN LANE NEW YORK, NY 10038	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	90000.
MARNI & MORRIS PROPP II FAMILY FOUNDATION INC 366 EAGLE DRIVE JUPITER, FL 33477	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	90000.
MORTIMER J & EUGENIE ALTER PROPP FUND 405 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	200000.
Total See continuation sheet(s)			▶ 3a	1412950.
b Approved for future payment None				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MORTIMER J PROPP LEGACY FOR ORTHODOX HEBREW DAY SCHOOLS INC 405 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	200000.
RODNEY M PROPP FOUNDATION INC 425 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	45000.
JAMES S PROPP FOUNDATION 405 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	103500.
SCHEDULE ATTACHED	NONE	ALL PUBLIC CHARITIES	FOR GENERAL OPERATING NEEDS OF RECIPIENT ORGANIZATION List Total 594,450	594450.
Total from continuation sheets				942950.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	423299.	
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			14	-18646.	
8 Gain or (loss) from sales of assets other than inventory			18	1135216.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1539869.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1539869.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee	Date	Title
[signature]	11/2/2014	Director

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Samuel Oelbaum	Samuel Oelbaum	10/30/14		P00148407

Firm's name ▶ Hirsch Oelbaum Bram Hanover & Lisker CP — Firm's EIN ▶ 13-3641196

Firm's address ▶ 111 Broadway
New York, NY 10006 — Phone no

Morris & Anna Propp Sons Fund- 2013	SF
Yeshiva University	5,000
Yeshiva University Museum	1,000
Yeshiva U - Straus Center for Torah & Western Thought	1,800
	SF
Contributions To Date -12/12/13	255,950

2013 MORRIS AND ANNA PROPP SONS FUND ENDOWMENT	
Contributed To:	**Amount**
Bais Tova	2,000.00
Be'er Hagolah Institutes	3,600.00
Beth Medrash Govoha	2,000.00
Ceder Lubavitch of Morristown NJ	5,000.00
Cheder of Los Angeles	2,000.00
Congregation Anshe Sholom	1,500.00
Emunah Torah & Arts High School	10,000.00
Lakewood Cheder School	3,000.00
Lubavitch Cheder Day School - St Paul, MN	2,000 00
Lubavitch Educational Center (of Miami)	30,000.00
Mesivta of Long Beach	2,000.00
Palm Beach Jewish Center-Jewish Education Fund	80,000 00
Palm Beach Orthodox Synagogue	30,000.00
Ramaz School	20,000.00
Scheck Hillel Community School- Rabbi Pinchos Hecht	5,000.00
SPHDS - South Peninsula Hebrew Day School-California	5,000 00
Talmudic Research Center	2,000 00
United Inst - Karlin Stolin	2,000 00
Westchester Day School	100,000.00
Westchester Hebrew High School	1,400.00
Yeshiva Chayei Olam	2,000.00
Yeshiva Godola of LA	2,000 00
Yeshiva Nefesh Hachaim	2,000.00
Yeshiva Toras Chaim	2,000.00
Yeshiva Zichron Meilech	2,000 00
YUHS-TMSTA	20,000 00
Total Contributions - 2013	**338,500.00**

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	Del Monte Foods settlement	P	Various	10/04/13
b	Alcatel Lucent rights	P	Various	12/19/13
c	El Paso Corp settlement	P	Various	12/20/13
d	Securities at Oppenheimer & co schedule attached	P	Various	12/31/13
e	Securities at Oppenheimer & co schedule attached	P	Various	12/31/13
f	Securities at Oppenheimer & co schedule attached	P	Various	12/31/13
g	securities at Oppenheimer & co schedule attached	P	Various	12/31/13
h	Share of Partnership Gains from K-1 forms	P	Various	12/31/13
i	Capital Gains Dividends			
j				
k				
l				
m				
n				
o				

	(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	20.			20.
b	13.			13.
c	19.			19.
d	95544.		82706.	12838.
e	1698991.		1247156.	451835.
f	2099834.		1946788.	153046.
g	2521638.		2061888.	459750.
h	50830.			50830.
i	6865.			6865.
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				20.
b				13.
c				19.
d				12838.
e				451835.
f				153046.
g				459750.
h				50830.
i				6865.
j				
k				
l				
m				
n				
o				

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	1135216.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Capital Gains120131 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
OPPENHEIMER	TCW GALILEO OPPORTUNI	26 003	1/31/2013	6/4/2013	624 33	524.48	99 85
OPPENHEIMER	PUTNAM AMERICAN GOVT ...	170 333	6/30/2012	6/4/2013	1,527 89	1,622 95	-95.06
OPPENHEIMER	PUTNAM AMERICAN GOVT .	104 272	7/31/2012	6/4/2013	935 32	993 51	-58.19
OPPENHEIMER	PUTNAM AMERICAN GOVT	62 301	8/31/2012	6/4/2013	558 84	593 61	-34 77
OPPENHEIMER	PUTNAM AMERICAN GOVT ..	62 321	9/30/2012	6/4/2013	559 02	593 80	-34 78
OPPENHEIMER	PUTNAM AMERICAN GOVT .	62 614	10/31/2012	6/4/2013	561 65	596.59	-34 94
OPPENHEIMER	PUTNAM AMERICAN GOVT .	62.429	11/30/2012	6/4/2013	559.99	594 83	-34.84
OPPENHEIMER	PUTNAM AMERICAN GOVT	62 928	12/18/2012	6/4/2013	564 46	599.58	-35.12
OPPENHEIMER	PUTNAM AMERICAN GOVT	63 295	1/31/2013	6/4/2013	567 76	603 08	-35 32
OPPENHEIMER	PUTNAM AMERICAN GOVT . .	63 454	2/28/2013	6/4/2013	569.18	604 60	-35.42
OPPENHEIMER	PUTNAM AMERICAN GOVT .	62 991	3/31/2013	6/4/2013	565 03	600 19	-35 16
OPPENHEIMER	PUTNAM AMERICAN GOVT	63 012	4/30/2013	6/4/2013	565 22	600.39	-35.17
OPPENHEIMER	PUTNAM AMERICAN GOVT .	64 007	5/10/2013	6/4/2013	574 14	609 87	-35.73
OPPENHEIMER	ROYCE FOCUS TRUST	74 000	9/30/2012	7/11/2013	521.92	503.94	17 98
OPPENHEIMER	ROYCE FOCUS TRUST	147 000	12/24/2012	7/11/2013	1,036 78	968.73	68.05
OPPENHEIMER	ROYCE FOCUS TRUST	83.000	3/31/2013	7/11/2013	585.39	584.32	1 07
OPPENHEIMER	ROYCE FOCUS TRUST	76 000	6/27/2013	7/11/2013	536 02	528.20	7 82
OPPENHEIMER	DRYDEN GLOBAL FUND	8 196	9/30/2012	9/17/2013	54 67	57 70	-3 03
OPPENHEIMER	DRYDEN GLOBAL FUND	6 694	10/31/2012	9/17/2013	44 65	48 06	-3 41
OPPENHEIMER	DRYDEN GLOBAL FUND	7 721	11/30/2012	9/17/2013	51 50	55 59	-4 09
OPPENHEIMER	DRYDEN GLOBAL FUND	8.800	12/3/2012	9/17/2013	58 70	63.44	-4 74
OPPENHEIMER	DRYDEN GLOBAL FUND	7 968	1/31/2013	9/17/2013	53 15	57 53	-4.38
OPPENHEIMER	DRYDEN GLOBAL FUND	7 777	2/28/2013	9/17/2013	51 87	56 15	-4.28
OPPENHEIMER	DRYDEN GLOBAL FUND	7 372	3/31/2013	9/17/2013	49.17	52.34	-3 17
OPPENHEIMER	DRYDEN GLOBAL FUND	8 579	4/30/2013	9/17/2013	57 22	60.48	-3 26
OPPENHEIMER	DRYDEN GLOBAL FUND	8 291	5/2/2013	9/17/2013	55.30	60 11	-4 81
OPPENHEIMER	DRYDEN GLOBAL FUND	9 536	6/10/2013	9/17/2013	63 61	66 37	-2.76
OPPENHEIMER	DRYDEN GLOBAL FUND	8 868	7/31/2013	9/17/2013	59 15	58 97	0 18
OPPENHEIMER	DOW CHEMICAL	2,134 000	3/25/2013	9/23/2013	83,532 52	70,346 92	13,185 60
TOTAL SHORT TERM					**95,544.45**	**82,706.33**	**12,838.12**
LONG TERM							
OPPENHEIMER	DUKE CAPITAL	5,000 000	1/1/2006	2/15/2013	50,000 00	48,755 00	1,245 00
OPPENHEIMER	KIMBERLY CLARK	2,000 000	1/1/2006	3/25/2013	190,954 86	4,497 71	186,457 15
OPPENHEIMER	HSBC TRUST CERTIFICATES	555 000	1/1/2006	4/30/2013	13,875 00	13,875 00	0 00
OPPENHEIMER	MERCK	2,500 000	2/7/2011	5/2/2013	114,616 67	82,705 50	31,911 17

Capital Gains120131 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
OPPENHEIMER	ISHARES BARCLAY TIPS	1,000 000	7/8/2011	5/10/2013	119,836.31	111,096.00	8,740.31
OPPENHEIMER	TCW GALILEO OPPORTUNI	3,375 853	1/1/2006	6/4/2013	81,054.30	45,094.73	35,959.57
OPPENHEIMER	TCW GALILEO OPPORTUNI	154 972	1/4/2006	6/4/2013	3,720 87	3,724 16	-3 29
OPPENHEIMER	TCW GALILEO OPPORTUNI.	32 248	12/29/2006	6/4/2013	774 27	809 77	-35 50
OPPENHEIMER	TCW GALILEO OPPORTUNI	171.375	12/29/2006	6/4/2013	4,114 72	4,303 39	-188.67
OPPENHEIMER	TCW GALILEO OPPORTUNI	410.212	12/21/2007	6/4/2013	9,849.20	9,236 44	612 76
OPPENHEIMER	TCW GALILEO OPPORTUNI	1 446	1/31/2012	6/4/2013	34.72	24.87	9.85
OPPENHEIMER	PUTNAM AMERICAN GOVT	29,690.110	1/1/2006	6/4/2013	266,320.58	282,890 56	-16,569.98
OPPENHEIMER	PUTNAM AMERICAN GOVT	90.172	1/20/2006	6/4/2013	808.84	859 17	-50 33
OPPENHEIMER	PUTNAM AMERICAN GOVT	90.855	2/21/2006	6/4/2013	814 97	865 68	-50 71
OPPENHEIMER	PUTNAM AMERICAN GOVT	91.546	3/20/2006	6/4/2013	821 17	872 26	-51 09
OPPENHEIMER	PUTNAM AMERICAN GOVT	92 668	4/20/2006	6/4/2013	831 23	882.95	-51.72
OPPENHEIMER	PUTNAM AMERICAN GOVT	93 815	5/22/2006	6/4/2013	841 52	893.88	-52.36
OPPENHEIMER	PUTNAM AMERICAN GOVT	93 352	6/30/2006	6/4/2013	837.37	889 47	-52 10
OPPENHEIMER	PUTNAM AMERICAN GOVT	94.290	7/20/2006	6/4/2013	845 78	898 41	-52.63
OPPENHEIMER	PUTNAM AMERICAN GOVT	97 412	8/21/2006	6/4/2013	873 79	928.15	-54 36
OPPENHEIMER	PUTNAM AMERICAN GOVT	96 947	9/20/2006	6/4/2013	869 62	923.72	-54.10
OPPENHEIMER	PUTNAM AMERICAN GOVT	97 255	10/20/2006	6/4/2013	872 38	926.66	-54.28
OPPENHEIMER	PUTNAM AMERICAN GOVT	96 685	11/30/2006	6/4/2013	867 27	921.23	-53.96
OPPENHEIMER	PUTNAM AMERICAN GOVT	96 881	12/20/2006	6/4/2013	869 02	923 09	-54 07
OPPENHEIMER	PUTNAM AMERICAN GOVT	97 737	1/31/2007	6/4/2013	876 70	931 25	-54 55
OPPENHEIMER	PUTNAM AMERICAN GOVT	108 922	2/20/2007	6/4/2013	977.03	1,037.82	-60 79
OPPENHEIMER	PUTNAM AMERICAN GOVT	108 321	3/20/2007	6/4/2013	971 64	1,032.09	-60.45
OPPENHEIMER	PUTNAM AMERICAN GOVT	109 315	4/20/2007	6/4/2013	980 56	1,041 57	-61 01
OPPENHEIMER	PUTNAM AMERICAN GOVT	109 327	5/21/2007	6/4/2013	980 66	1,041 68	-61.02
OPPENHEIMER	PUTNAM AMERICAN GOVT	111.728	6/20/2007	6/4/2013	1,002.20	1,064 56	-62 36
OPPENHEIMER	PUTNAM AMERICAN GOVT	111 104	7/17/2007	6/4/2013	996.60	1,058 61	-62 01
OPPENHEIMER	PUTNAM AMERICAN GOVT	110 240	8/20/2007	6/4/2013	988.85	1,050 38	-61 53
OPPENHEIMER	PUTNAM AMERICAN GOVT	109 393	9/20/2007	6/4/2013	981 26	1,042 31	-61 05
OPPENHEIMER	PUTNAM AMERICAN GOVT	110 262	10/31/2007	6/4/2013	989.05	1,050 59	-61 54
OPPENHEIMER	PUTNAM AMERICAN GOVT	108 699	11/30/2007	6/4/2013	975.03	1,035 70	-60 67
OPPENHEIMER	PUTNAM AMERICAN GOVT	334 980	12/21/2007	6/4/2013	3,004 77	3,191 73	-186 96
OPPENHEIMER	PUTNAM AMERICAN GOVT	107 956	1/22/2008	6/4/2013	968 37	1,028 62	-60 25
OPPENHEIMER	PUTNAM AMERICAN GOVT	107 621	2/19/2008	6/4/2013	965 36	1,025 42	-60 06
OPPENHEIMER	PUTNAM AMERICAN GOVT	114 944	3/20/2008	6/4/2013	1,031 05	1,095 20	-64 15
OPPENHEIMER	PUTNAM AMERICAN GOVT	116 598	4/21/2008	6/4/2013	1,045 89	1,110 96	-65 07
OPPENHEIMER	PUTNAM AMERICAN GOVT	118 551	5/20/2008	6/4/2013	1,063 40	1,129 57	-66 17
OPPENHEIMER	PUTNAM AMERICAN GOVT	121 103	6/20/2008	6/4/2013	1,086 30	1,153 88	-67 58

Capital Gains120131 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
OPPENHEIMER	PUTNAM AMERICAN GOVT	121 277	7/28/2008	6/4/2013	1,087 86	1,155 54	-67 68
OPPENHEIMER	PUTNAM AMERICAN GOVT	121 452	8/20/2008	6/4/2013	1,089 43	1,157 21	-67 78
OPPENHEIMER	PUTNAM AMERICAN GOVT	121 897	9/22/2008	6/4/2013	1,093 42	1,161 45	-68 03
OPPENHEIMER	PUTNAM AMERICAN GOVT	128 474	10/20/2008	6/4/2013	1,152 41	1,224 11	-71 70
OPPENHEIMER	PUTNAM AMERICAN GOVT	130 643	11/17/2008	6/4/2013	1,171 87	1,244 78	-72 91
OPPENHEIMER	PUTNAM AMERICAN GOVT	132 562	12/17/2008	6/4/2013	1,189 08	1,263.07	-73 99
OPPENHEIMER	PUTNAM AMERICAN GOVT	127 311	1/20/2009	6/4/2013	1,141 98	1,213 03	-71.05
OPPENHEIMER	PUTNAM AMERICAN GOVT	126.490	2/20/2009	6/4/2013	1,134 62	1,205 21	-70 59
OPPENHEIMER	PUTNAM AMERICAN GOVT	125.264	3/20/2009	6/4/2013	1,123 62	1,193 53	-69.91
OPPENHEIMER	PUTNAM AMERICAN GOVT	124 338	4/24/2009	6/4/2013	1,115 31	1,184.71	-69.40
OPPENHEIMER	PUTNAM AMERICAN GOVT	122 230	4/28/2009	6/4/2013	1,096 40	1,164.62	-68 22
OPPENHEIMER	PUTNAM AMERICAN GOVT	122 139	6/19/2009	6/4/2013	1,095 59	1,163.75	-68 16
OPPENHEIMER	PUTNAM AMERICAN GOVT	118 865	7/20/2009	6/4/2013	1,066.22	1,132 56	-66.34
OPPENHEIMER	PUTNAM AMERICAN GOVT	117 679	8/31/2009	6/4/2013	1,055 58	1,121.26	-65 68
OPPENHEIMER	PUTNAM AMERICAN GOVT	117 234	9/21/2009	6/4/2013	1,051 59	1,117.02	-65.43
OPPENHEIMER	PUTNAM AMERICAN GOVT	114 929	10/15/2009	6/4/2013	1,030 91	1,095.06	-64 15
OPPENHEIMER	PUTNAM AMERICAN GOVT	131 727	11/30/2009	6/4/2013	1,181 59	1,255.11	-73 52
OPPENHEIMER	PUTNAM AMERICAN GOVT	131 961	12/21/2009	6/4/2013	1,183.69	1,257.34	-73 65
OPPENHEIMER	PUTNAM AMERICAN GOVT	142 773	1/20/2010	6/4/2013	1,280 68	1,360 36	-79 68
OPPENHEIMER	PUTNAM AMERICAN GOVT	143 068	2/28/2010	6/4/2013	1,283 32	1,363 17	-79 85
OPPENHEIMER	PUTNAM AMERICAN GOVT	160 531	3/22/2010	6/4/2013	1,439 96	1,529.56	-89 60
OPPENHEIMER	PUTNAM AMERICAN GOVT	161 732	4/20/2010	6/4/2013	1,450 74	1,541 00	-90 26
OPPENHEIMER	PUTNAM AMERICAN GOVT	161 827	5/20/2010	6/4/2013	1,451 59	1,541 91	-90.32
OPPENHEIMER	PUTNAM AMERICAN GOVT	162 398	6/21/2010	6/4/2013	1,456 71	1,547 35	-90 64
OPPENHEIMER	PUTNAM AMERICAN GOVT	162 334	7/20/2010	6/4/2013	1,456 14	1,546 74	-90.60
OPPENHEIMER	PUTNAM AMERICAN GOVT	161.957	7/20/2010	6/4/2013	1,452 76	1,543 14	-90 38
OPPENHEIMER	PUTNAM AMERICAN GOVT	164 269	9/20/2010	6/4/2013	1,473 49	1,565 17	-91 68
OPPENHEIMER	PUTNAM AMERICAN GOVT	163 727	10/21/2010	6/4/2013	1,468.63	1,560 01	-91 38
OPPENHEIMER	PUTNAM AMERICAN GOVT	166.395	11/21/2010	6/4/2013	1,492 56	1,585.43	-92 87
OPPENHEIMER	PUTNAM AMERICAN GOVT	1,943 004	12/20/2010	6/4/2013	17,428 77	18,513 15	-1,084 38
OPPENHEIMER	PUTNAM AMERICAN GOVT	187 903	1/20/2011	6/4/2013	1,685 49	1,790 36	-104 87
OPPENHEIMER	PUTNAM AMERICAN GOVT	190 204	2/2/2011	6/4/2013	1,706 13	1,812 28	-106 15
OPPENHEIMER	PUTNAM AMERICAN GOVT	148 357	2/20/2011	6/4/2013	1,330 76	1,413 56	-82 80
OPPENHEIMER	PUTNAM AMERICAN GOVT	188 933	3/21/2011	6/4/2013	1,694 73	1,800 17	-105 44
OPPENHEIMER	PUTNAM AMERICAN GOVT	149 194	4/20/2011	6/4/2013	1,338.27	1,421 54	-83 27
OPPENHEIMER	PUTNAM AMERICAN GOVT	147 837	6/20/2011	6/4/2013	1,326 10	1,408 61	-82 51
OPPENHEIMER	PUTNAM AMERICAN GOVT	148 692	7/20/2011	6/4/2013	1,333 77	1,416 75	-82 98
OPPENHEIMER	PUTNAM AMERICAN GOVT	146 373	8/31/2011	6/4/2013	1,312 97	1,394 66	-81 69

Capital Gains120131 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
OPPENHEIMER	PUTNAM AMERICAN GOVT	147 355	9/30/2011	6/4/2013	1,321.78	1,404.01	-82 23
OPPENHEIMER	PUTNAM AMERICAN GOVT	149.873	10/31/2011	6/4/2013	1,344 36	1,428 01	-83 65
OPPENHEIMER	PUTNAM AMERICAN GOVT	150 120	11/21/2011	6/4/2013	1,346 58	1,430 36	-83 78
OPPENHEIMER	PUTNAM AMERICAN GOVT	2,146 155	12/20/2011	6/4/2013	19,251 03	20,448.80	-1,197.77
OPPENHEIMER	PUTNAM AMERICAN GOVT	167 208	1/31/2012	6/4/2013	1,499.86	1,593 18	-93 32
OPPENHEIMER	PUTNAM AMERICAN GOVT	169 513	2/29/2012	6/4/2013	1,520 53	1,615.14	-94.61
OPPENHEIMER	PUTNAM AMERICAN GOVT	171 494	3/31/2012	6/4/2013	1,538 30	1,634 01	-95 71
OPPENHEIMER	PUTNAM AMERICAN GOVT	170 484	4/30/2012	6/4/2013	1,529 24	1,624 39	-95 15
OPPENHEIMER	PUTNAM AMERICAN GOVT	169 855	5/31/2012	6/4/2013	1,523 60	1,618.40	-94.80
OPPENHEIMER	HEINZ H.J.	1,000 000	1/1/2006	6/10/2013	72,500.00	42,253 00	30,247 00
OPPENHEIMER	GENERAL GROWTH PROP.	1,500 000	1/1/2006	7/5/2013	29,752 61	20,335.00	9,417.61
OPPENHEIMER	GENERAL GROWTH PROP	26 000	1/28/2010	7/5/2013	515 71	281.98	233 73
OPPENHEIMER	GENERAL GROWTH PROP	40 000	1/27/2011	7/5/2013	793 40	578 90	214 50
OPPENHEIMER	ROYCE FOCUS TRUST	3,292.000	1/1/2006	7/11/2013	23,218 32	21,479.79	1,738.53
OPPENHEIMER	ROYCE FOCUS TRUST	38 000	3/23/2006	7/11/2013	268.01	393 30	-125.29
OPPENHEIMER	ROYCE FOCUS TRUST	42 000	6/30/2006	7/11/2013	296.22	396 06	-99 84
OPPENHEIMER	ROYCE FOCUS TRUST	44 000	9/25/2006	7/11/2013	310.33	435 60	-125 27
OPPENHEIMER	ROYCE FOCUS TRUST	416.000	12/26/2006	7/11/2013	2,934 03	4,093 44	-1,159 41
OPPENHEIMER	ROYCE FOCUS TRUST	49 000	3/21/2007	7/11/2013	345.59	489 02	-143.43
OPPENHEIMER	ROYCE FOCUS TRUST	45 000	6/20/2007	7/11/2013	317 38	499 95	-182.57
OPPENHEIMER	ROYCE FOCUS TRUST	49 000	9/25/2007	7/11/2013	345 59	501.76	-156 17
OPPENHEIMER	ROYCE FOCUS TRUST	722 000	12/21/2007	7/11/2013	5,092 23	6,425 80	-1,333 57
OPPENHEIMER	ROYCE FOCUS TRUST	76 000	3/20/2008	7/11/2013	536 02	608 00	-71 98
OPPENHEIMER	ROYCE FOCUS TRUST	63 000	6/23/2008	7/11/2013	444 34	569.52	-125 18
OPPENHEIMER	ROYCE FOCUS TRUST	80 000	9/22/2008	7/11/2013	564.24	576 00	-11 76
OPPENHEIMER	ROYCE FOCUS TRUST	125.000	12/17/2008	7/11/2013	881 62	490.00	391.62
OPPENHEIMER	ROYCE FOCUS TRUST	118 000	3/20/2009	7/11/2013	832 25	451.94	380 31
OPPENHEIMER	ROYCE FOCUS TRUST	59 000	3/23/2011	7/11/2013	416 12	457 25	-41 13
OPPENHEIMER	ROYCE FOCUS TRUST	70 000	6/23/2011	7/11/2013	493 71	516 60	-22 89
OPPENHEIMER	ROYCE FOCUS TRUST	85 000	9/30/2011	7/11/2013	599 50	578 00	21 50
OPPENHEIMER	ROYCE FOCUS TRUST	94 000	12/23/2011	7/11/2013	662.98	586.56	76 42
OPPENHEIMER	ROYCE FOCUS TRUST	74 000	3/31/2012	7/11/2013	521 92	539 46	-17 54
OPPENHEIMER	ROYCE FOCUS TRUST	89 000	6/30/2012	7/11/2013	627.71	551.80	75 91
OPPENHEIMER	WESTERN ASSET CLAYMO..	2,000 000	1/1/2006	7/17/2013	23,519.58	23,933 00	-413 42
OPPENHEIMER	CHEMTURA	470 000	1/1/2006	7/17/2013	18,340 67	21,293 97	-2,953 30
OPPENHEIMER	BARRICK GOLD	1,232 000	1/1/2006	7/24/2013	21,670 21	6,328 00	15,342 21
OPPENHEIMER	BARRICK GOLD	1,000 000	2/18/2009	7/24/2013	17,589 46	38,812.00	-21,222 54
OPPENHEIMER	BARRICK GOLD	768 000	2/26/2009	7/24/2013	13,508.70	23,719 20	-10,210 50

Capital Gains120131 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
OPPENHEIMER	DOW CHEMICAL	2,500 000	1/1/2006	9/11/2013	99,017.52	8,320 59	90,696 93
OPPENHEIMER	DRYDEN GLOBAL FUND	1,643 350	1/1/2006	9/17/2013	10,961 13	13,177 63	-2,216 50
OPPENHEIMER	DRYDEN GLOBAL FUND	12.382	3/31/2006	9/17/2013	82 59	79 37	3 22
OPPENHEIMER	DRYDEN GLOBAL FUND	14.972	6/30/2006	9/17/2013	99.86	95.37	4.49
OPPENHEIMER	DRYDEN GLOBAL FUND	16.398	9/29/2006	9/17/2013	109 37	106.42	2 95
OPPENHEIMER	DRYDEN GLOBAL FUND	22.175	3/16/2007	9/17/2013	147.91	148 13	-0 22
OPPENHEIMER	DRYDEN GLOBAL FUND	15 026	6/15/2007	9/17/2013	100.22	96 92	3 30
OPPENHEIMER	DRYDEN GLOBAL FUND	16.633	9/20/2007	9/17/2013	110 94	112.77	-1.83
OPPENHEIMER	DRYDEN GLOBAL FUND	46.954	12/21/2007	9/17/2013	313 18	314.59	-1 41
OPPENHEIMER	DRYDEN GLOBAL FUND	20.167	3/20/2008	9/17/2013	134 51	143.39	-8.88
OPPENHEIMER	DRYDEN GLOBAL FUND	28.454	6/23/2008	9/17/2013	189 79	192 92	-3 13
OPPENHEIMER	DRYDEN GLOBAL FUND	21.345	9/22/2008	9/17/2013	142 37	136 82	5.55
OPPENHEIMER	DRYDEN GLOBAL FUND	26.244	12/17/2008	9/17/2013	175.05	162 19	12.86
OPPENHEIMER	DRYDEN GLOBAL FUND	30.636	3/20/2009	9/17/2013	204.34	181 06	23.28
OPPENHEIMER	DRYDEN GLOBAL FUND	20.700	6/19/2009	9/17/2013	138 07	132.69	5.38
OPPENHEIMER	DRYDEN GLOBAL FUND	17 879	9/29/2009	9/17/2013	119.25	126.58	-7 33
OPPENHEIMER	DRYDEN GLOBAL FUND	153 376	12/21/2009	9/17/2013	1,023 02	1,024 55	-1.53
OPPENHEIMER	DRYDEN GLOBAL FUND	21 265	3/22/2010	9/17/2013	141.84	142 90	-1.06
OPPENHEIMER	DRYDEN GLOBAL FUND	20 045	6/21/2010	9/17/2013	133.70	129 89	3 81
OPPENHEIMER	DRYDEN GLOBAL FUND	17.429	9/20/2010	9/17/2013	116 25	121.13	-4 88
OPPENHEIMER	DRYDEN GLOBAL FUND	172 868	12/20/2010	9/17/2013	1,153 03	1,115 00	38.03
OPPENHEIMER	DRYDEN GLOBAL FUND	14 747	3/21/2011	9/17/2013	98 36	100 43	-2 07
OPPENHEIMER	DRYDEN GLOBAL FUND	9 687	5/2/2011	9/17/2013	64 61	68 29	-3.68
OPPENHEIMER	DRYDEN GLOBAL FUND	6 720	5/31/2011	9/17/2013	44 82	46 97	-2 15
OPPENHEIMER	DRYDEN GLOBAL FUND	6.529	7/31/2011	9/17/2013	43 55	45.57	-2 02
OPPENHEIMER	DRYDEN GLOBAL FUND	6 573	8/31/2011	9/17/2013	43 84	46 93	-3 09
OPPENHEIMER	DRYDEN GLOBAL FUND	6 903	9/30/2011	9/17/2013	46.04	49.29	-3.25
OPPENHEIMER	DRYDEN GLOBAL FUND	7 831	10/31/2011	9/17/2013	52 23	53.25	-1 02
OPPENHEIMER	DRYDEN GLOBAL FUND	7 190	11/1/2011	9/17/2013	47 96	50.26	-2 30
OPPENHEIMER	DRYDEN GLOBAL FUND	8 224	12/1/2011	9/17/2013	54 85	55.02	-0 17
OPPENHEIMER	DRYDEN GLOBAL FUND	17 776	12/27/2011	9/17/2013	118.57	117.50	1 07
OPPENHEIMER	DRYDEN GLOBAL FUND	8 768	1/31/2012	9/17/2013	58 48	58.22	0.26
OPPENHEIMER	DRYDEN GLOBAL FUND	8 348	2/29/2012	9/17/2013	55 68	57.52	-1.84
OPPENHEIMER	DRYDEN GLOBAL FUND	7 163	3/31/2012	9/17/2013	47 78	49 78	-2.00
OPPENHEIMER	DRYDEN GLOBAL FUND	7 743	4/30/2012	9/17/2013	51 65	52 96	-1 31
OPPENHEIMER	DRYDEN GLOBAL FUND	7 085	5/31/2012	9/17/2013	47 26	48 96	-1 70
OPPENHEIMER	DRYDEN GLOBAL FUND	7 547	6/30/2012	9/17/2013	50 34	50.79	-0 45
OPPENHEIMER	DRYDEN GLOBAL FUND	7 268	7/2/2012	9/17/2013	48 48	49.64	-1 16

Capital Gains120131 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
OPPENHEIMER	DRYDEN GLOBAL FUND	7 320	8/31/2012	9/17/2013	48 82	50 95	-2.13
OPPENHEIMER	DOW CHEMICAL	1,366 000	1/1/2006	9/23/2013	53,470.20	4,546.37	48,923.83
OPPENHEIMER	MERCK	5,000 000	3/3/2011	10/29/2013	226,073 06	165,554.50	60,518.56
OPPENHEIMER	SUNCOR ENERGY	2,000 000	7/22/2011	12/16/2013	67,822 81	83,199 80	-15,376 99
OPPENHEIMER	NV ENERGY	720.000	1/1/2006	12/20/2013	17,100.00	7,887.04	9,212.96
TOTAL LONG TERM					**1,698,990.98**	**1,247,156.17**	**451,834.81**
OVERALL TOTAL					**1,794,535.43**	**1,329,862.50**	**464,672.93**

Capital Gains2013 - Last year ENT

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
OPCO Brokerage	BANK OF NY MELLON	2,500 000	6/15/2012	1/14/2013	66,542 44	52,749 50	13,792 94
OPCO Brokerage	BANK OF NY MELLON	2,500 000	6/22/2012	1/14/2013	66,542.44	53,240.25	13,302 19
OPCO Brokerage	CHESAPEAKE ENERGY	5,000 000	4/17/2012	1/17/2013	87,917.02	95,740.50	-7,823 48
OPCO Brokerage	CHESAPEAKE ENERGY	5,000 000	4/17/2012	4/4/2013	96,598.12	95,740.50	857 62
OPCO Brokerage	AFLAC INC	2,000 000	6/15/2012	5/31/2013	112,297.08	84,064.80	28,232 28
OPCO Brokerage	BANK OF NY MELLON	2,000 000	6/22/2012	5/31/2013	60,577 94	42,592 20	17,985.74
OPCO Brokerage	CITIGROUP	2,000.000	9/12/2012	5/31/2013	104,897.17	66,967 50	37,929 67
OPCO Brokerage	HESS CORP	1,500.000	6/15/2012	5/31/2013	102,133.71	65,952 00	36,181 71
OPCO Brokerage	PIMCO ETF TR US TIPS	1,000.000	9/4/2012	5/31/2013	65,098.02	71,281 00	-6,182 98
OPCO Brokerage	BARRICK GOLD	5,000.000	8/7/2012	7/31/2013	84,778 35	170,390 75	-85,612 40
OPCO Brokerage	BARRICK GOLD	2,500 000	8/15/2012	7/31/2013	42,389 18	86,655.75	-44,266.57
OPCO Brokerage	BANK OF NY MELLON	2,000.000	7/15/2013	8/15/2013	60,286.73	61,181.00	-894 27
OPCO Brokerage	HESS CORP	500 000	1/17/2013	8/15/2013	37,195 02	28,816 17	8,378 85
OPCO Brokerage	DELL INC	10,000 000	5/10/2013	9/10/2013	138,266 59	135,081.00	3,185 59
OPCO Brokerage	HESS CORP	2,000 000	1/17/2013	10/21/2013	168,316 17	115,264 68	53,051 49
OPCO Brokerage	METLIFE	2,500.000	1/17/2013	10/30/2013	122,291 86	91,306.00	30,985 86
OPCO Brokerage	ORACLE CORP	5,000 000	7/11/2013	12/2/2013	173,616 47	159,830 50	13,785.97
OPCO Brokerage	TEVA PHARMACEUTICAL	8,000 000	10/29/2013	12/2/2013	321,677 39	329,117 31	-7,439 92
OPCO Brokerage	DOMTAR	2,000 000	7/26/2013	12/24/2013	188,412.03	140,817 00	47,595 03
TOTAL SHORT TERM					**2,099,833.73**	**1,946,788.41**	**153,045.32**
LONG TERM							
OPCO Brokerage	ALLIANZ	5,000 000	4/2/2012	4/19/2013	67,613 48	60,631 00	6,982 48
OPCO Brokerage	ISHARES TR BARCLAYS TI .	2,000 000	7/8/2011	5/10/2013	239,870 02	222,019.81	17,850 21
OPCO Brokerage	ISHARES TR BARCLAYS TI	500 000	7/8/2011	5/10/2013	59,967 50	55,568 00	4,399 50
OPCO Brokerage	UBS AG	2,500 000	7/28/2011	5/31/2013	43,968 23	41,064 75	2,903 48
OPCO Brokerage	MERCK	2,500.000	2/24/2011	5/31/2013	117,691 95	80,065 29	37,626 66
OPCO Brokerage	NOVARTIS A G	1,500 000	2/8/2011	5/31/2013	107,625 12	84,930 73	22,694 39
OPCO Brokerage	PIMCO CORPORATE OPP F	2,500 000	8/30/2011	5/31/2013	45,453 20	47,139 46	-1,686 26
OPCO Brokerage	PIMCO ETF US TIPS	1,000 000	8/30/2011	5/31/2013	65,281 30	62,970 00	2,311 30
OPCO Brokerage	ISHARES TR BARCLAYS TI.	500 000	7/8/2011	6/7/2013	57,627 10	55,568 00	2,059 10
OPCO Brokerage	ISHARES TR BARCLAYS TI	750 000	7/15/2011	6/7/2013	86,440 64	83,715 04	2,725 60
OPCO Brokerage	YPF SOCIETAD ANONIMA	3,000 000	6/22/2012	7/18/2013	50,938 53	35,056 20	15,882 33
OPCO Brokerage	BARRICK GOLD	2,000 000	10/28/2011	7/24/2013	35,287 18	101,881 00	-66,593 82
OPCO Brokerage	BARRICK GOLD	3,000 000	2/2/2012	7/24/2013	52,930 78	149,557 00	-96,626 22
OPCO Brokerage	BANK OF NY MELLON	500 000	6/22/2012	8/8/2013	15,544 16	10,648 05	4,896 11

Capital Gains2013 - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L ..
OPCO Brokerage	BANK OF NY MELLON	4,500 000	7/12/2012	8/8/2013	139,897 41	95,239 31	44,658 10
OPCO Brokerage	BANK OF NY MELLON	500 000	7/12/2012	8/15/2013	15,071.68	10,582.15	4,489 53
OPCO Brokerage	BANK OF NY MELLON	2,500 000	8/7/2012	8/15/2013	75,358 42	56,031 00	19,327 42
OPCO Brokerage	HESS CORP	1,000.000	6/15/2012	8/15/2013	74,390 03	43,968.00	30,422 03
OPCO Brokerage	AFLAC INC	500.000	6/15/2012	9/11/2013	30,019 43	21,016.20	9,003 23
OPCO Brokerage	AFLAC INC	2,500.000	6/22/2012	9/11/2013	150,097 14	103,344 86	46,752 28
OPCO Brokerage	YPF SOCIETAD ANONIMA	2,000 000	6/22/2012	9/11/2013	36,458.81	23,370 80	13,088 01
OPCO Brokerage	YPF SOCIETAD ANONIMA	1,000 000	7/6/2012	9/11/2013	18,229 40	12,871.40	5,358 00
OPCO Brokerage	SOTHEBYS	2,500 000	6/15/2012	10/10/2013	124,608 96	76,831.00	47,777 96
OPCO Brokerage	YPF SOCIETAD ANONIMA	4,000 000	7/6/2012	10/10/2013	86,817 48	51,485 60	35,331 88
OPCO Brokerage	AMERIANA BANCORP	14 000	5/3/2011	10/22/2013	187 49	70 70	116 79
OPCO Brokerage	YPF SOCIETAD ANONIMA	5,000 000	9/12/2012	10/23/2013	108,192 25	65,338 19	42,854 06
OPCO Brokerage	AMERIANA BANCORP	4,986.000	5/3/2011	10/29/2013	68,551 30	25,179 32	43,371 98
OPCO Brokerage	MERCK	2,500 000	2/24/2011	10/29/2013	113,041 70	80,065.29	32,976.41
OPCO Brokerage	MERCK	5,000 000	4/1/2011	10/29/2013	226,083 39	166,154 53	59,928 86
OPCO Brokerage	PHILLIPS 66	1,000 000	5/1/2012	12/6/2013	70,847 26	0.00	70,847.26
OPCO Brokerage	ISHARES TR BARCLAYS TI	1,250 000	7/15/2011	12/19/2013	137,546 60	139,525 07	-1,978 47
TOTAL LONG TERM					**2,521,637.94**	**2,061,887.75**	**459,750.19**
OVERALL TOTAL					**4,621,471.67**	**4,008,676.16**	**612,795.51**

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
J W HELLER FOUNDATION 15 MAIDEN LANE NEW YORK, NY 10038	90000.	11/26/13		

Purpose of Grant
RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
3/25/2014	

Results of Verification
reviewed Form 990-PF filed by grantee

Recipient's Name and Address No. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
MARNI & MORRIS PROPP II FAMILY FOUNDATION INC 366 EAGLE DRIVE JUPITER, FL 33477	90000.	11/26/13		

Purpose of Grant
RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
3/12/2014	

Results of Verification
reviewed Form 990-PF filed by grantee

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
EPHRAIM & GAIL PROPP FAMILY FOUNDATION 950 PARK AVENUE NEW YORK, NY 10028	90000.	11/26/13		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
12/09/2013	

Results of Verification

reviewed organizational documents, application for exemption, approved exemption, corporate resolutions , reviewed Form 990-PF filed by grantee

Recipient's Name and Address No. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
RODNEY M PROPP FOUNDATION 405 PARK AVENUE NEW YORK, NY 10022	45000.	11/26/13		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
7/18/2013	

Results of Verification

reviewed Form 990-PF filed by grantee for 2010

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 5	Grant Amount	Date of Grant	Amount Expended	Verification Date
D & D FAMILY FOUNDATION 25 EAST 86TH ST APT 12F NEW YORK, NY 10028	45000.	11/26/13		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
6/15/2014	

Results of Verification

reviewed organizational documents and exemption application and approval

Recipient's Name and Address No. 6	Grant Amount	Date of Grant	Amount Expended	Verification Date
MORTIMER J LEGACY FOR ORTHODOX HEBREW DAY SCHOOLS INC 405 PARK AVENUE NEW YORK, NY 10022	200000.	11/26/13		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
7/15/12, 7/31/13 7/31/14	

Results of Verification

reviewed Form 990-PF filed by grantee

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 7	Grant Amount	Date of Grant	Amount Expended	Verification Date
MORTIMER J & EUGENIE ALTER PROPP FUND 405 PARK AVENUE NEW YORK, NY 10022	2000000.	11/26/13		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
6/30/14	

Results of Verification

reviewed organizational documents and exemption application and approval

Recipient's Name and Address No. 8	Grant Amount	Date of Grant	Amount Expended	Verification Date
JAMES S. PROPP FOUNDATION 405 PARK AVENUE NEW YORK, NY 10022	103500.	11/26/13		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
6/30/14	

Results of Verification

reviewed organizational documents and exemption application and approval

Form 990-PF | Dividends and Interest from Securities | Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
VARIOUS SECURITIES	430164.	6865.	423299.	423299.	
To Part I, line 4	430164.	6865.	423299.	423299.	

Form 990-PF | Other Income | Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income from Partnerships	-18646.	-18646.	
Total to Form 990-PF, Part I, line 11	-18646.	-18646.	

Form 990-PF | Legal Fees | Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	882.	0.		882.
To Fm 990-PF, Pg 1, ln 16a	882.	0.		882.

Form 990-PF | Taxes | Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	10800.	0.		0.
PAYROLL TAXES	2764.	0.		2764.
To Form 990-PF, Pg 1, ln 18	13564.	0.		2764.

Form 990-PF | Other Expenses | Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
STATE FILING FEES	750.	0.		750.
MISCELLANEOUS OFFICE EXPENSES	2938.	0.		2938.
To Form 990-PF, Pg 1, ln 23	3688.	0.		3688.

Form 990-PF | Corporate Stock | Statement 6

Description	Book Value	Fair Market Value
SCHEDULE ATTACHED	10214215.	14821537.
Total to Form 990-PF, Part II, line 10b	10214215.	14821537.

Form 990-PF | Corporate Bonds | Statement 7

Description	Book Value	Fair Market Value
SCHEDULE ATTACHED	642859.	656660.
Total to Form 990-PF, Part II, line 10c	642859.	656660.

Form 990-PF | Other Investments | Statement 8

Description	Valuation Method	Book Value	Fair Market Value
SCHEDULE ATTACHED	COST	96223.	42500.
Total to Form 990-PF, Part II, line 13		96223.	42500.

Morris & Anna Propp Sons Fund, Inc.
Securities Portfolio
As of 12/31/2013

Security	No. Shares	Price	Cost Basis	Market Value
ABERDEEN ASIA PACIFIC	5,674	5.760	47,237 88	32,682 24
AFLAC	2,500	66.800	74,948 13	167,000 00
ALCATEL	77	3.320	1,410 59	255 65
ALLETE	333	49 880	17,812 50	16,610.04
AMERICAN ELECTRIC POWER	500	46 740	16,125 00	23,370 00
ARLINGTON ASSET INVESTMENT CORP	50	26 390	11,385 00	1,319 50
AT&T	1,077	35 160	33,125 57	37,867 32
BP PLC	3,000	48 610	129,090 70	145,830 00
BCG PARTNERS	60,000	6 050	356,794 64	363,000 00
BLACKROCK INCOME FUND	500	6 480	4,910 00	3,240 00
BLACKROCK PFD INCOME STRATEGY	801	13 060	25,000 00	10,461.06
CBRE CLARION GLOBAL REAL ESTATE FUND	825	7.920	15,000 00	6,534.00
CANADIAN APT PROPERTIES	3,000	20 000	36,395 00	60,000 00
CAPITAL PROPERTIES	2,000	8 000	14,380.00	16,000 00
CAPSTONE TURBINE	1,000	1 290	2,113.46	1,290 00
CASTLE A M	12,500	14 770	74,959 44	184,625 00
CHIMERA INVESTMENT CORP	40,000	3 100	121,558 88	124,000 00
CHEVRON TEXACO	3,080	124 910	30,567 21	384,722 80
COEUR D'ALENE MINES	111	10 850	12,855 92	1,204 35
COHEN & STEERS REIT	1,000	15 700	26,185 00	15,700 00
CROSSTEX ENERGY LP	1,000	27.600	14,813 00	27,600 00
CVS CORP	1,000	71 570	19,323 00	71,570 00
CYTEC INDUSTRIES	426	93 160	1,872.63	39,686 16
CIFC CORP (DEERFIELD TRIARC CAPITAL)	200	7.780	27,671 00	1,556 00
DNP SELECT INCOME FUND	1,212	9.420	10,095 08	11,417 04
DOMINION RESOURCES	2,000	64 690	54,490 50	129,380 00
DUKE ENERGY CORP	1,121	69.010	54,425.50	77,360 21
DUKE REALTY	1,000	15 040	22,753 00	15,040 00
DWS EMERGING MARKETS FUND	319	16 120	8,829 98	5,134 95
EATON GLOBAL DIVIDEND FUND	1,000	16 940	20,000 00	16,940 00
EATON VANCE LTD DURATION FUND	1,000	15 300	20,000 00	15,300.00
EDISON INTERNATIONAL	1,000	46.300	19,808 00	46,300 00
ENERGY TRANSFER EQUITY LP	3,832	81 740	52,047 00	313,227 68
ENERPLUS	1,000	18 180	54,805 00	18,180 00
ENNIS INC	1,000	17 700	7,404 00	17,700.00
ENTERPRISE PRODUCTS PARTNERS	500	66 300	5,104 00	33,150 00
EQUITY ONE	900	22 440	11,680 00	20,196.00
EXXON MOBIL	2,000	101 200	122,920 00	202,400 00
FREEPORT MCMORAN COPPER & GOLD	5,000	37 740	198,937 46	188,700 00
FRONTIER COMMUNICATIONS	1,000	4 650	13,775 00	4,650 00
GENERAL DEVELOPMENT	82	0 300	619 08	24 60
GENERAL ELECTRIC	10,000	28 030	101,318.00	280,300 00
GREAT PLAINS ENERGY	128	24 240	3,340 80	3,102 72
HARSCO CORP	5,208	28 030	6,398 91	145,980 24
HONEYWELL	10,000	91 370	6,822 45	913,700 00
HOWARD HUGHES CORP`	150	120 100	0 00	18,015 00
HSBC TRUST CERTIFICATES	445	25 579	11,125 00	11,382 66

IBM	240	187 570	2,832 00	45,016 80
INVESCO HIGH YIELD FUND	215	4 500	3,965 00	969 11
ISTAR FINANCIAL	1,000	14 270	25,159 00	14,270 00
JP MORGAN CHASE	2,000	58 480	74,027 00	116,960 00
KINDER MORGAN	76	36 000	0 00	2,736 00
LACLEDE GROUP	1,000	45.540	24,250 00	45,540 00
LEXINGTON REALTY TRUST	2,244	10 210	31,126 93	22,911 24
LMP CAPITAL & INCOME FUND	1,000	15.800	20,000 00	15,800 00
LSB FINANCIAL	5,000	28 490	70,190 78	142,450 00
MDU RESOURCES	2,530	30 550	13,855.65	77,291 50
MFS INTERMEDIATE INCOME FUND	1,000	5 180	8,055 00	5,180 00
METLIFE INC	6,000	53.920	226,681 10	323,520 00
NATIONAL HEALTH INVESTORS	1,000	56.100	19,242 50	56,100 00
NCR CORP	51	11 130	0 00	567 63
NEUBERGER BERMAN REALTY FUND	1,409	4 340	15,000.00	6,115 06
NEWMONT MINING	2,000	23 030	66,359.04	46,060 00
NORFOLK SOUTHERN	2,700	92 830	8,169 72	250,641 00
NORTHLAND POWER	1,000	14 569	8,900 00	14,569 40
NUVEEN CR STRATEGIES INCOME FUND	1,000	9 730	15,000 00	9,730 00
NUVEEN QUALITY PFD INCOME FUND	1,000	8 140	15,000 00	8,140 00
OAKMARK INTERNATIONAL FUND	1,960	26 320	50,000.00	51,587 62
ONEOK PARTNERS	1,000	52 650	-2,589 50	52,650 00
OPPENHEIMER HOLDINGS	700	24.780	12,867 50	17,346.00
PEPSICO INC	1,038	82 940	0 00	86,091 72
PMC COMMERCIAL	1,000	8 600	13,913 00	8,600 00
PNC Financial Services Group Inc	39	77.580	35,045 00	3,025 62
PRAXAIR	4,800	130.030	18,055 79	624,144 00
PREMIER FARNELL	13,244	3 677	2,672 25	48,695 54
PUTNAM HI INCOME FUND	1,000	8 260	9,900 00	8,260 00
RASSCO CORP	222	0 300	935 83	66 60
RMR REAL ESTATE FUND	408	16 910	15,265.00	6,899 28
ROUSE PROPERTIES	58	22 190	0 00	1,287 02
SEMPRA ENERGY	819	89 760	23,815 00	73,513 44
SPECTRA ENERGY	500	35 620	0.00	17,810 00
STATE OF ISRAEL	234	100 000	233,500 00	233,500 00
TERADATA CORP	51	31 430	0 00	1,602.93
TEVA PHARMACEUTICAL	6,000	40 080	246,419 91	240,480 00
INVESCO VAN KAMPEN DYNAMIC	1,000	12 900	20,000 00	12,900 00
WASTE MANAGEMENT	87	33 810	3,293 47	2,941 47
WEIS MARKETS	7,000	52 560	9,798 00	367,920 00
WESTERN ASSET EMERGING DEBT FD	1,632	17 200	35,055 00	28,070 40
NEW SOUTH WALES TSY	10M	106.973	11,162 10	10,697 20
COUNCIL OF EUROPE DEVEL BONDS	35M	104 991	32,215 75	36,746 85
EUROPEAN INVESTMENT BANK	36M	108 247	33,653 45	38,968.56
TSY CORP VICTORIA BONDS	36M	102.077	32,328 00	36,747 72
ALAMAGORDO FINANCIAL	5,510	15 750	72,501 95	86,782 50
AMERIANA BANCORP	5,000	13 250	25,250 02	66,250 00
AVNET	3,000	44 110	92,873.68	132,330.00
ANNALY CAPITAL MANAGEMENT	20,000	9 970	336,662 00	199,400.00
BANK OF AMERICA	10,000	15 750	156,778 00	157,500 00
BGC PARTNERS INC	100,000	6.050	577,750 71	605,000 00
CAPITAL PROPERTIES	9,900	8 000	63,577 50	79,200 00

CHIMERA INVESTMENT CORP	50,000	3.100	152,912 47	155,000 00
CHEVRON CORP	3,000	124 910	325,697 99	374,730 00
CITIGROUP	10,000	52.110	422,489 50	521,100.00
CONOCO PHILLIPS	2,000	70.650	143,810 00	141,300 00
COWEN GROUP	10,000	3 910	26,039 00	39,100.00
EXXON MOBIL	1,000	101 200	82,090 00	101,200 00
FREEPORT MCMORAN COPPER & GOLD	5,000	37.740	221,231 80	188,700 00
GAZPROM	10,000	8 545	169,955 00	85,450 00
GENERAL ELECTRIC	10,000	28 030	208,009 50	280,300 00
GERDAU S A	5,000	7.840	43,879.50	39,200 00
GOUVERNEUR BANCORP	5,000	9 700	41,931.00	48,500 00
JANUS CAPITAL GROUP	10,000	12 370	95,180 35	123,700 00
KEYCORP	10,000	13 420	133,181 00	134,200 00
JP MORGAN CHASE	2,000	58 480	78,192.04	116,960 00
LSB FINANCIAL	10,000	28 490	158,111 02	284,900 00
LENNAR CORP	5,000	39 580	166,069 00	197,900 00
MOSAIC CO	7,000	47 270	323,771 04	330,890 00
MORGAN STANLEY	10,000	31 360	234,015 62	313,600 00
NOVARTIS A G	3,500	80 380	200,150 64	281,330 00
NORTHWEST BANCSHARES	10,000	14 780	123,177 28	147,800.00
NEWMONT MINING	5,000	23 030	166,528 35	115,150.00
PIMCO CORPORATE OPPORT FUND	7,500	17 260	134,466 24	129,450.00
PROVIDENCE & WORCESTER RR	32,000	19 550	451,035 41	625,600 00
RIO TINTO PLC	4,000	56 430	237,524 97	225,720 00
SILVER WHEATON CORP	7,000	20 190	152,397 85	141,330 00
STATE OF ISRAEL	300M	100 000	300,000.00	300,000 00
SPDR GOLD TRUST	4,000	116 126	634,437.00	464,504 40
SWIFT ENERGY	15,000	13.500	178,840 82	202,500 00
UBS AG	7,500	19 250	96,445 25	144,375 00
WHITING PETROLEUM	6,000	61 870	335,161 94	371,220 00
WENDYS	10,000	8 720	87,580 97	87,200 00
			10,857,058 99	15,478,196 83

2013	
Morris & Anna Propp Sons Fund- 2013	SF
Aish Hatorah	3,600
Albert Einstein College of Medicine	1,000
Alumni Rabbinical College Knesseth Israel Slabodka Kowno	500
America-Israel Cultural Foundation	500
American Committee for Shaare Zedek	4,600
American Fr of Childrens Day Nurseries & Childrens Town	750
American Friends of Hebron	1,800
American Friends of the Israel Museum	2,200
American Friends of the Israel Philharmonic Orchestra	1,000
American Friends of Livnot U'Lehibanot	500
American Friends of Magen David Adom	500
American Friends of Nishmat	1,000
Am Friends of The Open University of Israel	2,500
American Friends of Shalva	1,000
American Friends of Yeshivat Kerem B'Yavneh	500
Amit Women	1,000
Bar-Ilan University	2,500
Be'er Hagolah	3,600
Boca Raton Synagogue-TOMCHEI SHABBAT-	1,800
Chai Lifeline	1,800
Chamah, Inc	1,000
City Harvest	250
CLAL National Jewish Center for Learning & Leadership	500
Congregation Anshe Sholom	750
Congregation Kehilath Jeshurun Benevolent Fund	10,000
Congregation Kehilath Jeshurun	8,500
Dorot	1,200
Drisha	1,000
Educational Institute Oholei Torah	1,000
Ezer Mizion	5,000
Ezras Torah Fund	400
The Gush Etzion Foundation	500
Hineni	1,800
Institute of Semitic Studies - Prof Isaac	40,000
Israel Cancer Research Fund	1,000
Jewish Center	5,000
Jewish Children's Museum/Tzivos Hashem	500
Jewish Community Relations Council of New York	750
Jewish Enrichment Center	1,000
Jewish Foundation for the Righteous Inc	500
Jewish Orthodox Feminist Alliance -JOFA	1,800
Lubavitch Youth Org	1,800
Manhattan Day School	1,200
Manhattan Jewish Experience East Side	1,000
Manhattan Jewish Experience WEST SIDE	1,000
Metropolitan Council on Jewish Poverty	1,000
Museum of Jewish Heritage	500
National Committee for Furtherance of Jewish Education	500
National Jewish Outreach Program	1,800
New York Board of Rabbis	2,500
OHEL Children's Home	1,200
OHR Torah Stone	1,800
Othodox Union	1,800
Rabbi Isaac Elchanan Theological Seminary Yeshiva U	5,000
Ramaz	5,000
Re'uth	1,500
Sharsheret, Inc	1,800
Sh'or Yoshuv Institute	1,800
Shir Hadash	1,000
Torah Schools for Israel	1,000
UJA	80,000
Upper East Side Hatzolah	1,000
USO	250
Wall Street Synagogue	1,000
Westchester Day School	10,000
Westchester Hebrew High School	3,600
Womens International Zionist Org	1,000
Yad Avraham	1,800
Yeshiva Torah Vodaath and Mesivta	1,200