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Form **990-PF**

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation REXFORD FUND INC		A Employer identification number 13-6222049	
% REXFORD FUND INC		B Telephone number (see instructions) (212) 483-1500	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 350 FIFTH AVENUE Suite 6730		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10118		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (From Part II, col. (c), line 16) \$ 7,352,297		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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)	300,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,147			
	b Gross sales price for all assets on line 6a 305,147				
	7 Capital gain net income (from Part IV, line 2) . . .		5,147		
	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)	<input checked="" type="checkbox"/> 142,890	142,890			
12 Total. Add lines 1 through 11	448,038	148,038			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <input checked="" type="checkbox"/>	14,224			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <input checked="" type="checkbox"/>	250			250
	24 Total operating and administrative expenses. Add lines 13 through 23	14,474	0		250
	25 Contributions, gifts, grants paid	310,172			310,172
26 Total expenses and disbursements. Add lines 24 and 25	324,646	0		310,422	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	123,392				
b Net investment income (if negative, enter -0-)		148,038			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	325,201	317,082	317,082	
	2 Savings and temporary cash investments	22,897	22,899	22,899	
	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	8,880	0	0	
	10a Investments—U S and state government obligations (attach schedule)	24,239 <input checked="" type="checkbox"/>	24,239	3	
	b Investments—corporate stock (attach schedule)	5,327,125 <input checked="" type="checkbox"/>	5,470,014	7,012,313	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 2,500 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 0 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 0 <input checked="" type="checkbox"/>		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,710,842	5,834,234	7,352,297		
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	5,384,050	5,384,050		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	326,792	450,184		
30 Total net assets or fund balances (see page 17 of the instructions)	5,710,842	5,834,234			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,710,842	5,834,234			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,710,842
2	Enter amount from Part I, line 27a	2	123,392
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,834,234
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	5,834,234

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)
1 a 1,061 239118 SHS-MSC OFFSHORE	P	2013-01-01	2013-04-01
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 305,147		300,000	5,147
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5,147
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	5,147
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	397,389	6,823,008	0 058242
2011	289,599	6,794,418	0 042623
2010	650,028	6,580,384	0 098783
2009	418,041	6,388,522	0 065436
2008	311,678	6,537,808	0 047673

2 Total of line 1, column (d).	2	0 312757
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 062551
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,068,689
5 Multiply line 4 by line 3.	5	442,154
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,480
7 Add lines 5 and 6.	7	443,634
8 Enter qualifying distributions from Part XII, line 4.	8	310,422

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes columns for line numbers and amounts. Total tax due is 0, overpayment is 4,159.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Columns include question text, a 'Yes/No' column, and a 'Yes/No' column. Questions cover political activities, unrelated business income, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	No				
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	No				
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13					
14 The books are in care of ▶ <u>REXFORD FUND INC</u> Telephone no ▶ <u>(212) 483-1500</u> Located at ▶ <u>350 FIFTH AVENUE STE 6730 NEW YORK NY</u> ZIP +4 ▶ <u>10118</u>						
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;">15</td></tr></table>	15					
15						
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____	16	<table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;">Yes</td><td style="width:40px; text-align:center;">No</td></tr><tr><td style="width:40px; text-align:center;">No</td><td style="width:40px; text-align:center;">No</td></tr></table>	Yes	No	No	No
Yes	No					
No	No					

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
DOUGLAS SCHLOSS C/O MARCUS SCHLOSS CO NEW YORK, NY 10118	PRESIDENT/DIRECTOR 0 25	0		
RICHARD SCHLOSS C/O MARCUS SCHLOSS CO NEW YORK, NY 10118	SECRETARY/DIRECTOR 0 25	0		
IRWIN SCHLOSS C/O MARCUS SCHLOSS CO NEW YORK, NY 10118	DIRECTOR 0 25	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
Total number of other employees paid over \$50,000. <input type="checkbox"/>				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	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	7,063,095
b	Average of monthly cash balances.	1b	113,239
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,176,334
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	7,176,334
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	107,645
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,068,689
6	Minimum investment return. Enter 5% of line 5.	6	353,434

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	353,434
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,961
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,961
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	350,473
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	350,473
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	350,473

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	310,422
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	310,422
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	310,422

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				350,473
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	72,718			
c From 2010.	327,055			
d From 2011.				
e From 2012.	63,343			
f Total of lines 3a through e.	463,116			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>310,422</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				310,422
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	40,051			40,051
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	423,065			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	423,065			
10 Analysis of line 9				
a Excess from 2009.	32,667			
b Excess from 2010.	327,055			
c Excess from 2011.				
d Excess from 2012.	63,343			
e Excess from 2013.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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))

IRWIN SCHLOSS MARCUS SCHLOSS CO

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

NONE

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

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

a The name, address, and telephone number 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 310,172
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: ***** Date: 2014-04-28 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? [x] Yes [] No

Paid Preparer Use Only
Print/Type preparer's name: Jonathan Schmeltz
Preparer's Signature: [Signature]
Date: [Date]
Check if self-employed: []
PTIN: []
Firm's name: GRANT THORNTON LLP
Firm's EIN: []
Firm's address: 60 BROAD STREET NEW YORK, NY 100042306
Phone no: (212) 422-1000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MANHATTAN THEATRE CLUB 311 W 43rd St 8th Fl New York, NY 10036		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	600
JAZZ LINCOLN CENTER 162 W56th St New York, NY 10019		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	2,430
METROPOLITAN MUSEUM OF ART 1000 Fifth Ave New York, NY 10028		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	70
MOMA PO Box 3948 New York, NY 10008		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	140
WHITNEY MUSEUM 945 Madison Ave New York, NY 10131		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	75
NY PUBLIC LIBRARY 476 Fifth Ave New York, NY 10138		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	40
ANDREW Mc DONOUGH BFONDATION 101 Rockland Circle Wilmington, DE 19803		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	150
MAKE A WISH FOUNDATION SOUTH FLORIDA 4491 S State Rd 7 Ste201 Ft Lauderdale, FL 33314		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
PATHWAYS TO HOUSING 186 East 123rd St New York, NY 10035		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	100
DARTMOUTH COLLEGE 6154 South Fairbanks Hall Hanover, NH 03755		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,000
NY PUBLIC RADIO WNYC 160 Varick St New York, NY 10013		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	40
PLANTING FIELDS FOUNDATION PO Box 660 Oyster Bay, NY 11771		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	12,500
SQUASHBUSTERS 795 Columbus Ave Roxbury Crossing, MA 02120		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
YORKTOWN VOLUNTEER AMBULANCE 2600 Loretta St Yorktown Heights, NY 10598		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	100
YORKTOWN HEIGHTS ENG CO PO Box 10 Yorktown Heights, NY 10598		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	100
Total				310,172

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GENESEO FOUNDATION 1College Cir Geneseo, NY 14454		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	100
JEWISH GUILD HEALTHCARE 15W 65th Str New York, NY 10023		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	772
ARTS WESTCHESTER 31 Mamaroneck Ave White Plans, NY 10601		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	100
DRIVE TO CURE DIABETES 247 Maple Brook Ct Yorktown Heights, NY 10598		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	150
SCO FAMILY OF SERVICES 1 Alexander Place Glen Cove, NY 11542		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	210
RIDE 2 RECOVERY 23679 Calabasas Rd 420 Calabasas, CA 91302		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	250
UJA FEDERATION OF NY 130 E 59th Str New York, NY 10022		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	300
CONGREGATION ANSCHEI HURLEYVILLE PO Box 95 Hurleyville, NY 12747		NC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	2,500
ST JOACHIM & ANNE NURSING AND REHAB CTR 2720 Surf Ave Brooklyn, NY 11224		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	150
PHYSICIAN FOR REPRODUCTIVE HEALTH 55 W 39th StrSte 1001 New York, NY 10018		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	2,500
SEARCH AND CARE 1844 Second Ave New York, NY 10128		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
EARL MOSLEY'S INSTITUTE OF THE ART 2 Merry Acres Lane New Milford, CT 06776		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	250
ESSHELTERING ARMS 305 7th Ave New York, NY 10001		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	250
PLAYWRIGHTS HORIZONS 416W 42nd St New York, NY 10036		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
COMMUNITY ROOTS CHARTER SCHOOL 51 Saint Edward St Brooklyn, NY 11205		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	2,000
Total				310,172

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTRAL PARK CONSERVANCY 14 East 60th Street New York, NY 10022		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
CENTER FOR DISCOVERY PO Box 840 Harris, NY 12742		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	700
PRINCETON UNIVERSITY PO Box 5357 Princeton, NJ 08543		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
STANFORD FUND 326 Galvez St Stanford, CA 94305		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	25,000
5-P SOCIETY POBox 268 Lakewood, CA 90714		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	250
STPAUL'S SCHOOL 325 Pleasant Street Concord, NH 03301		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200,000
CONGREGATION KEHILATH JESHURUN 125 East 85th St New York, NY 10028		NC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,950
PROJECT RENEWAL 200 Varick Str F19 New York, NY 10014		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	450
OPPORTUNITY NETWORK 55 Exchange Pl New York, NY 10005		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,000
NEUE GALERIE 1048 Fifth Ave New York, NY 10130		POF	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	225
HERSTORY WRITERS WORKSHOP INC 2539 Middle Country Rd Centereach, NY 11720		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,000
NATIONAL DANCE INSTITUTE 6 W 18th St New York, NY 10011		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,000
GREENWOODS COUNSELING REFERRALS PO Box 932 Litchfield, CT 06759		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	225
CONGREGATION EMANU-EL 1 East 65th St New York, NY 10065		NC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	4,560
TRI-STATE TREK 300 Technology Sq Ste 400 Cambridge, MA 02139		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
Total				310,172

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRUSTEES OF PRINCETON UNIVERSITY 330 Alexander Street Princeton, NJ 08540		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	5,000
SCO FAMILY OF SERVICES 1 Alexander Place Glen Cove, NY 11542		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	9,100
WHITNEY MUSEUM 945 Madison Ave New York, NY 10131		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	5,000
SUSAN G KOMEN GRATER NYC PO Box 27963 GPO New York, NY 10087		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
SYRACUSE UNIVERSITY TENNIS PROGRAM 900 S Crouse Ave Syracuse, NY 13210		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
NY PUBLIC RADIO WNYC 160 Varick St New York, NY 10013		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,075
KENT LAND TRUST POBox 888 Kent, CT 06757		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	410
METROPOLITAN WATER ALLIANCE 241 Water St 3rd Fl New York, NY 10038		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	300
PARK AVE ARMORY 643 Park Ave New York, NY 10065		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	80
MAKE A WISH FOUNDATIO HUDSON VALLEY 832 South Broadway Tarrytown, NY 10591		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
SUPPORT CONNECTION 40 Triangle Ctr Ste100 Yorktown Heights, NY 10598		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	200
NORTH COUNTRY SCHOOL & CAMP TREETOPS 4382 Cascade Rd Lake Placide, NY 12946		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	100
BANK STREET COLLEGE 610 West 112th Str New York, NY 10025		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,000
AMERICAN CANCER SOCIETY 1120 South Goodman St Rochester, NY 14620		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
CORNWALL FOUNDATION INC P O Box 116 West Cornwall, CT 06796		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	1,000
Total				310,172

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SCO FAMILY OF SERVICES 1 Alexander Place Glen Cove, NY 11542		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	3,600
BONE MARROW FOUNDATION 515 Madison Ave Ste 1130 NewYork, NY 10022		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	120
NY PUBLIC RADIO WNYC 160 Varick St New York, NY 10013		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
CHILDRENS CANCER & BLOOD FOUNDATION 333 E 38th Str ste 830 New York, NY 10016		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	500
PRINCETON UNIVERSITY CLASS OF 1982 PO Box 634 Cranbury, NJ 08512		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	250
ENVIRONMENTAL DEFENSE FUND 257 Park Ave South New York, NY 10010		PC	THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT FUNCTIONS	15,000
Total				310,172

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

Schedule of Contributors

OMB No 1545-0047

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

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization
REXFORD FUND INC

Employer identification number
13-6222049

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
REXFORD FUND INC

Employer identification number
13-6222049

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Marcus Schloss Co 350 FIFTH AVENUE SUITE 6730 NEW YORK, NY 10118	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
REXFORD FUND INC

Employer identification number
13-6222049

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
REXFORD FUND INC

Employer identification number
13-6222049

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

TY 2013 Depreciation Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule**

Name: REXFORD FUND INC

EIN: 13-6222049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN MSC OFFSHORE	5,470,014	7,012,313

**TY 2013 Investments Government
Obligations Schedule**

Name: REXFORD FUND INC

EIN: 13-6222049

**US Government Securities - End of
Year Book Value:** 24,239

**US Government Securities - End of
Year Fair Market Value:** 3

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

TY 2013 Land, Etc. Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

TY 2013 Other Assets Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISC RECEIVABLES	2,500	0	0

TY 2013 Other Expenses Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEE	250			250

TY 2013 Other Income Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
THRU MSC OFFSHORE FUND LTD	142,890	142,890	

TY 2013 Taxes Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	14,224			

TY 2013 Itemized Other Assets Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		SECURITIES OWNED, AT MARKET VALUE	10,169,965	5,615,417
		due from clearing brokers	14,500,947	16,281,273
		other assets	10,000	10,000

TY 2013 Other Deductions Schedule**Name:** REXFORD FUND INC**EIN:** 13-6222049

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
MANAGEMENT FEES		207,851
administration fees		100,000
professional fees		52,197
director's fees		15,000
research-related and other		
communications		28,821
dividends		36,010
other		424,292

TY 2013 Itemized Other Liabilities Schedule

Name: REXFORD FUND INC

EIN: 13-6222049

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
		Securities Sold, not yet purchased		
		at market value	1,851,212	1,052,997
		Deferred Incentive Fee payable	15,262,367	13,471,582
		LIABILITIES	51,005	52,809
		Management Fee Payable	112,315	104,693
		Incentive Fee Payable	258,620	104,896
		Redemptions Payable	0	107,399