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Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

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

**2013**

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 Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**Open to Public Inspection**

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

Name of foundation MIRKEN FOUNDATION		<b>A Employer identification number</b> 13-6916436
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O WILFRED WYLER CO-14 PENN PLZ		<b>B Telephone number (see instructions)</b> (212) 687-0050
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10122		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,886,068	<b>J</b> 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.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	8,825,296			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	8	8		
	<b>4</b> Dividends and interest from securities	113,015	113,015		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	4,051,127			
	<b>b</b> Gross sales price for all assets on line 6a 4,535,024				
	<b>7</b> Capital gain net income (from Part IV, line 2)		4,051,127		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	204,638				
<b>12 Total.</b> Add lines 1 through 11	13,194,084	4,164,150			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)	16,370	16,370		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	129	129		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	385			385
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	16,884	16,499		385
	<b>25</b> Contributions, gifts, grants paid	40,000			40,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	56,884	16,499		40,385	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	13,137,200				
<b>b Net investment income</b> (if negative, enter -0-)		4,147,651			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	1,105,725	198,902	198,903		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,198,999	1,210,113	7,375,810		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .		5,207,613	6,311,355		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,304,724	6,616,628	13,886,068			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	2,304,724	6,616,628				
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,304,724	6,616,628				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,304,724	6,616,628				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	2,304,724
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	13,137,200
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	15,441,924
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	8,825,296
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	6,616,628

**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)
<b>1 a</b>	SEE SCHEDULE ATTACHED		2000-01-01	2013-12-31
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 4,535,024		483,897	4,051,127
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
<b>a</b>			4,051,127
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	4,051,127
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	<b>3</b>	

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see 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	47,880	3,529,133	0 01357
2011	167,450	3,464,634	0 04833
2010	1,090,274	2,194,894	0 49673
2009	184,257	931,550	0 19780
2008	332,368	1,393,120	0 23858

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0 99500
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 19900
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	8,630,194
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	1,717,417
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	41,477
<b>7</b>	Add lines 5 and 6.	<b>7</b>	1,758,894
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	40,385

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 values like 82,953 and 3,738.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Includes questions about political campaigns, expenditures, and state reporting.

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>ALAN B MIRKEN</b> Telephone no <b>(212) 687-0050</b> Located at <b>C/O WILFRED WYLER CO-14 PENN PLZ NEW YORK NY</b> ZIP +4 <b>10022</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> 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 <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>			<b>No</b>
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
<b>a</b> 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 <b>20__ , 20__ , 20__ , 20__</b>				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>			<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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> ) . . . . .	<b>3b</b>			<b>No</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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><b>(5)</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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><b>c</b> 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><b>6a</b> 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>b</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><b>7a</b> 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>b</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>	<b>5b</b>	<b>No</b>
<b>6b</b>	<b>6b</b>	<b>No</b>
<b>7b</b>	<b>7b</b>	<b>No</b>

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALAN B MIRKEN 733 PARK AVENUE 22 FL NEW YORK, NY 10021	TRUSTEE 0 00	0		
JANE ZENKER 5 FOX DEN ROAD MT KISCO, NY 10549	Trustee 0 00	0		
LESLIE RUBIN 6 CINDY WAY CHAPPAQUA, NY 10514	Trustee 0 00	0		

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

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

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

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

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

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

**Total** number of others receiving over \$50,000 for professional services. . . . . **▶**

**Part IX-A Summary of Direct Charitable Activities**

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

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **▶**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	4,953,626
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	652,314
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	3,155,678
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	8,761,618
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	8,761,618
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	131,424
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	8,630,194
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	431,510

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	431,510
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	82,953
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	82,953
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	348,557
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	348,557
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	348,557

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	40,385
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	40,385
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	40,385

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				348,557
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20__ , 20__ , 20__				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				263,424
<b>b</b> From 2009. . . . .				138,143
<b>c</b> From 2010. . . . .				994,981
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	1,396,548			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>40,385</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				40,385
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	308,172			308,172
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,088,376			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	1,088,376			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				93,395
<b>b</b> Excess from 2010. . . . .				994,981
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> 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	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

ALAN B MIRKEN

**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

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed  
 ALAN B MIRKEN  
 14 PENN PLAZA-SUITE 1706  
 NEW YORK, NY 10122  
 (212) 687-0050



**b** The form in which applications should be submitted and information and materials they should include  
 LETTER STATING PURPOSE AND AMOUNT

**c** Any submission deadlines  
 NONE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
 NONE

**Part XV Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> LINCOLN CENTER FOR THE PERFORMING A 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501C(3)	GENERAL FUND	15,000
CENTRAL PARK CONSERVANCY 14 EAST 60 STREET NEW YORK, NY 10022	NONE	501C(3)	GENERAL FUND	20,000
92ND STREET YMYW HA 1395 LEXINGTON AVENUE NEW YORK, NY 10128	NONE	501C(3)	GENERAL FUND	5,000
<b>Total</b> . . . . .			 <b>3a</b>	40,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			 <b>3b</b>	



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.

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 or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: \*\*\*\*\* Date: 2014-05-06 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: STEVEN J ADER
Preparer's Signature:
Date:
Check if self-employed: [x]
PTIN: P00312766
Firm's name: Wilfred Wyler & Co CPAs PC
Firm's EIN:
Firm's address: 14 Penn Plaza Suite 1706 New York, NY 101221012
Phone no: (212) 687-0050

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

**Schedule of Contributors**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

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

**2013**

**Name of the organization**  
MIRKEN FOUNDATION

**Employer identification number**  
13-6916436

**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 33<sup>1</sup>/<sub>3</sub>% 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**  
MIRKEN FOUNDATION

**Employer identification number**  
13-6916436

**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	JANE ZENKER 5 FOX DEN ROAD  MT KISCO, NY 10549	\$ 4,412,648	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
2	LESLIE RUBIN 6 CINDY WAY  CHAPPAQUA, NY 10514	\$ 4,412,648	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

Name of organization  
MIRKEN FOUNDATION

Employer identification number  
13-6916436

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100994 SHS FIVE BELOW INC	\$ 4,412,648	2013-12-31
2	100994 SHS FIVE BELOW INC	\$ 4,412,648	2013-12-31
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization  
MIRKEN FOUNDATION

Employer identification number  
13-6916436

**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
_____ _____ _____	_____ _____ _____

**TY 2013 Other Decreases Schedule****Name:** MIRKEN FOUNDATION**EIN:** 13-6916436**Software ID:** 13000170**Software Version:** 2013v3.1

<b>Description</b>	<b>Amount</b>
EXCESS OF MV OF SECURITIES CONTRIBUTED OVER BASIS	8,825,296

## TY 2013 Other Expenses Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISEMENT	135			135
FILING FEES	250			250

## TY 2013 Other Income Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	204,638		

## TY 2013 Other Professional Fees Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	16,370	16,370	0	0

# TY 2013 Taxes Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAX	129	129		

**TY 2013 IRS Payment****Name:** MIRKEN FOUNDATION**EIN:** 13-6916436**Software ID:** 13000170**Software Version:** 2013v3.1**Routing Transit Number:** 021201383**Bank Account Number:** 1077608**Type of Account:** Checking**Payment Amount in Dollars and  
Cents:** 79,215**Requested Payment Date:** 2014-05-15**Taxpayer's Daytime Phone  
Number:** (212) 687-0050

Overbrook Management Corp.  
*PORTFOLIO APPRAISAL*  
**MIRKEN FOUNDATION**  
*Charles Schwab & Co., Inc. Account# 1156-1820*  
*December 31, 2013*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	ACCRUED DIVIDENDS		3,383.49		3,383.49	0.3	0.0
	SCHWAB US TREASURY MONEY FUND		71,354.56		71,354.56	5.6	0.0
			74,738.05		74,738.05	5.8	0.0
<b>Corporate Bonds</b>							
50,000	GOLDMAN SACHS GROUP INC 6.250% Due 09-01-17	110.01	55,006.00	114.49	57,243.00	4.5	5.5
			55,006.00		57,243.00	4.5	5.5
<b>Common Stock</b>							
<b>Financials</b>							
740.00	AMERICAN EXPRESS COMPANY	22.81	16,880.07	90.73	67,140.20	5.2	1.0
1,150.00	AMERICAN INTERNATIONAL GROUP INC	31.36	36,059.96	51.05	58,707.50	4.6	1.0
1,200.00	JPMORGAN CHASE & CO	43.37	52,040.75	58.48	70,176.00	5.5	2.7
750.00	VOYA FINANCIAL, INC.	20.93	15,698.28	35.15	26,362.50	2.1	0.1
			120,679.06		222,386.20	17.4	1.4
<b>Health Care</b>							
1,100.00	ABBOTT LABORATORIES	14.18	15,601.60	38.33	42,163.00	3.3	2.3
1,100.00	ABBVIE INC. COM	15.38	16,918.59	52.81	58,091.00	4.5	3.2
400.00	JOHNSON & JOHNSON	27.46	10,984.75	91.59	36,636.00	2.9	2.9
			43,504.93		136,890.00	10.7	2.8

Overbrook Management Corp.  
*PORTFOLIO APPRAISAL*  
*MIRKEN FOUNDATION*  
*Charles Schwab & Co., Inc. Account# 1156-1820*  
*December 31, 2013*

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Cur. Yield</u>
Consumer Discretionary							
550.00	LOWES COMPANIES INC	28.56	15,705.95	49.55	27,252.50	2.1	1.5
			15,705.95		27,252.50	2.1	1.5
Real Estate							
20.00	BROOKFIELD PROPERTY PARTNERS	21.11	422.28	19.94	398.80	0.0	5.0
2,258.00	NEW RESIDENTIAL INVESTMENT CORP	6.00	13,545.48	6.68	15,083.44	1.2	10.5
2,953.00	NEWCASTLE INVESTMENT CORP.	5.00	14,760.08	5.74	16,950.22	1.3	7.0
4,363.00	NORTHSTAR RLTY FIN CP COM	9.48	41,368.85	13.45	58,682.35	4.6	7.4
1,000.00	STARWOOD PPTY TR INC COM	20.29	20,287.76	27.70	27,700.00	2.2	6.9
			90,384.45		118,814.81	9.3	7.6
Lodging & Leisure							
580.00	CEDAR FAIR L P DEPOSITRY UNIT	42.03	24,377.23	49.58	28,756.40	2.2	5.0
3,763.00	RYMAN HOSPITALITY PROPERTIES	35.74	134,483.20	41.78	157,218.14	12.3	5.3
			158,860.43		185,974.54	14.5	5.2
Information Technology							
175.00	INTL BUSINESS MACHINES	125.53	21,967.60	187.57	32,824.75	2.6	2.0
235.00	NCR CORP NEW COM	32.50	7,638.35	34.06	8,004.10	0.6	0.0
380.00	NICE SYSTEMS LTD.	35.26	13,399.70	40.96	15,564.80	1.2	1.3
480.00	VERINT SYSTEMS INC.	37.32	17,915.29	42.94	20,611.20	1.6	0.0
			60,920.94		77,004.85	6.0	1.1

Overbrook Management Corp.  
*PORTFOLIO APPRAISAL*  
*MIRKEN FOUNDATION*  
*Charles Schwab & Co., Inc. Account# 1156-1820*  
*December 31, 2013*

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Cur. Yield</u>
<b>Industrials</b>							
450.00	BOEING COMPANY CMN	46.58	20,958.91	136.49	61,420.50	4.8	2.1
500.00	FEDEX CORPORATION	77.10	38,549.11	143.77	71,885.00	5.6	0.4
			59,508.02		133,305.50	10.4	1.2
<b>Consumer Staples</b>							
530.00	BOULDER BRANDS, INC	11.34	6,007.55	15.86	8,405.80	0.7	0.0
725.00	PROCTER & GAMBLE	56.41	40,899.20	81.41	59,022.25	4.6	3.0
			46,906.75		67,428.05	5.3	2.6
<b>Energy</b>							
275.00	BROOKFIELD RENEWABLE ENERGY PARTNERS	25.34	6,968.56	27.86	7,661.50	0.6	0.0
483.00	DELEK US HLDGS INC COM	34.58	16,702.65	34.41	16,620.03	1.3	1.7
135.00	ENERGEN CORP COM	74.78	10,095.26	70.75	9,551.25	0.7	0.8
549.00	TESORO CORP COM	47.89	26,290.07	58.50	32,116.50	2.5	1.7
265.00	TRILOGY ENERGY CORPORATION	29.88	7,917.51	25.98	6,885.06	0.5	1.6
			67,974.05		72,834.34	5.7	1.4
<b>Infrastructure</b>							
715.00	ENERGY TRANSFER EQUITY, LP	63.64	45,502.90	81.74	58,444.10	4.6	1.6
362.00	MACQUARIE INFRASTRUCTURE	49.50	17,918.65	54.43	19,703.66	1.5	6.7
			63,421.55		78,147.76	6.1	2.9
<b>Transportation</b>							
1,433.00	AIR CANADA - CLASS A	7.30	10,455.02	6.98	9,995.79	0.8	0.0

Overbrook Management Corp  
 PORTFOLIO APPRAISAL  
 MIRKEN FOUNDATION  
 Charles Schwab & Co., Inc. Account# 1156-1820  
 December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
20.00	NAVIOS MARITIME HOLDINGS	7.24	144.76	11.16	223.20	0.0	2.2
1,595.00	SCORPIO TANKERS INC	11.22	17,896.14	11.79	18,805.05	1.5	2.7
			28,495.92		29,024.04	2.3	1.8
	Common Stock Total		756,362.05		1,149,062.59	89.7	3.0
	TOTAL PORTFOLIO		886,106.10		1,281,043.64	100.0	2.9

OTHER INVESTMENTS:

14.79% OVERBROOK OPPORTUNITY  
 FUND 1, LP

5207,613.00

631,355.00

Overbrook Management Corp.  
 PORTFOLIO APPRAISAL  
 MIRKEN FOUNDATION  
 Charles Schwab & Co., Inc. Account # 6332-7954  
 December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	ACCRUED DIVIDENDS		4,369.42		4,369.42	0.1	0.0
	SCHWAB ADVISOR CASH RESERVES-PREMIER		79,333.57		79,333.57	1.3	0.0
			83,702.99		83,702.99	1.3	0.0
<b>Preferred Stock</b>							
1,000	M&T BANK PED 8.5%	25.83	25,833.25	26.00	26,000.00	0.4	8.2
			25,833.25		26,000.00	0.4	8.2
<b>Common Stock</b>							
<b>Financials</b>							
39,722.00	VALLEY NATL BANCORP NJ	3.33	132,399.81	10.12	401,986.64	6.4	4.3
			132,399.81		401,986.64	6.4	4.3
<b>Consumer Discretionary</b>							
101,988.00	FIVE BELOW INC COM	47.09	4,804.00	43.20	4,405,677.62	70.5	0.0
			4,804.00		4,405,677.62	70.5	0.0
<b>Energy</b>							
13,200.00	EXXON MOBIL CORPORATION	18.60	245,520.00	101.20	1,335,840.00	21.4	2.5
			245,520.00		1,335,840.00	21.4	2.5
	Common Stock Total		377,719.81		6,143,504.26	98.2	0.8
<b>TOTAL PORTFOLIO</b>			487,456.05		6,253,207.25	100.0	0.8

Overbrook Management Corp.  
**REALIZED GAINS AND LOSSES**  
**MIRKEN FOUNDATION**  
*Charles Schwab & Co., Inc. Account# 1156-1820*  
*From 01-01-13 Through 12-31-13*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-22-1997	03-22-2013	600.00	JOHNSON & JOHNSON	17,949.00	47,745.78		29,796.78
08-31-1998	04-05-2013	100.00	AMERICAN EXPRESS COMPANY	<del>6,953.45</del>	6,504.15		<del>-449.30</del>
09-30-1999	04-05-2013	100.00	ABBVIE INC. COM	1,832.14	4,121.31		2,289.17
02-03-2012	04-05-2013	200.00	UNILEVER NV NY SHS NEW	6,667.36	8,144.22		1,476.86
02-03-2012	04-05-2013	100.00	PROCTER & GAMBLE	6,326.55	7,807.93		1,481.38
07-11-2001	04-05-2013	60.00	JOHNSON & JOHNSON	3,208.80	4,910.29		1,701.49
12-30-1999	04-05-2013	140.00	JOHNSON & JOHNSON	6,562.50	11,457.34		4,894.84
09-30-1999	04-15-2013	400.00	ABBOTT LABORATORIES	6,758.07	14,745.27		7,987.20
09-30-1999	04-15-2013	300.00	ABBVIE INC. COM	5,496.41	12,797.71		7,301.30
12-30-1999	04-18-2013	100.00	JOHNSON & JOHNSON	4,687.50	8,346.01		3,658.51
02-03-2012	04-18-2013	100.00	UNILEVER NV NY SHS NEW	3,333.68	4,115.11		781.43
02-03-2012	04-18-2013	75.00	FEDEX CORPORATION	7,044.14	6,892.35		-151.79
08-31-1998	04-30-2013	100.00	AMERICAN EXPRESS COMPANY	<del>6,923.96</del>	6,827.05		<del>-96.91</del>
06-04-2012	05-01-2013	76	BANK OF AMERICA CORP PFD	1,908.95	1,900.00	-8.95	
06-01-2012	05-01-2013	324	BANK OF AMERICA CORP PFD	8,108.95	8,100.00	-8.95	
06-01-2012	05-01-2013	400	BANK OF AMERICA CORP PFD	10,008.91	10,000.00	-8.91	
12-30-1999	05-08-2013	100.00	JOHNSON & JOHNSON	4,687.50	8,510.01		3,822.51
03-21-2013	05-14-2013	410.00	NORTHSTAR RLTY FIN CP COM	3,916.10	3,923.65	7.55	
05-22-1997	05-24-2013	100.00	JOHNSON & JOHNSON	2,991.50	8,678.45		5,686.95
04-10-2013	05-29-2013	226.00	RYMAN HOSPITALITY PROPERTIES	10,288.54	8,760.28	-1,528.26	
04-04-2013	05-29-2013	65.00	RYMAN HOSPITALITY PROPERTIES	2,857.87	2,519.55	-338.32	
04-04-2013	05-30-2013	335.00	RYMAN HOSPITALITY PROPERTIES	14,729.05	12,697.64	-2,031.41	
04-05-2013	05-30-2013	183.00	RYMAN HOSPITALITY PROPERTIES	7,958.19	6,936.33	-1,021.86	
02-03-2012	07-02-2013	650.00	UNILEVER NV NY SHS NEW	21,668.91	25,701.85		4,032.94
02-03-2012	07-09-2013	200.00	UNILEVER NV NY SHS NEW	6,667.36	8,018.26		1,350.90
10-12-2010	07-09-2013	450.00	UNILEVER NV NY SHS NEW	13,231.98	18,041.09		4,809.11
01-01-1950	07-18-2013	25,000.00	FIVE BELOW INC COM	0.00	986,940.31		986,940.31
01-01-1950	07-18-2013	25,000.00	FIVE BELOW INC COM	0.00	986,940.30		986,940.30
07-03-2012	07-26-2013	100	VNB CAPITAL TRUST	2,583.95	2,500.00		-83.95
07-05-2012	07-26-2013	307	VNB CAPITAL TRUST	7,892.65	7,675.00		-217.65
07-05-2012	07-26-2013	692	VNB CAPITAL TRUST	17,790.59	17,300.00		-490.59
07-23-2013	07-30-2013	25,000.00	FIVE BELOW INC COM		1,034,869.47		1034869.47
07-23-2013	08-02-2013	7,900.00	FIVE BELOW INC COM		312,047.72		312047.72
07-23-2013	08-05-2013	7,402.00	FIVE BELOW INC COM		292,235.49		192235.49
07-23-2013	08-07-2013	200.00	FIVE BELOW INC COM		7,893.85		7893.85
07-23-2013	08-20-2013	9,498.00	FIVE BELOW INC COM		356,947.62		356947.62
03-25-2013	08-23-2013	175.00	DELEK US HLDGS INC COM	7,052.60	4,675.41	-2,377.19	
05-31-2013	08-23-2013	31.00	DELEK US HLDGS INC COM	1,128.52	828.21	-300.31	

Overbrook Management Corp.  
**REALIZED GAINS AND LOSSES**  
**MIRKEN FOUNDATION**  
*Charles Schwab & Co., Inc. Account# 1156-1820*  
*From 01-01-13 Through 12-31-13*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-31-2013	08-26-2013	9.00	DELEK US HLDGS INC COM	327.64	234.78	-92.86	
04-04-2013	08-26-2013	105.00	DELEK US HLDGS INC COM	3,810.93	2,739.15	-1,071.78	
05-30-2013	08-26-2013	12.00	DELEK US HLDGS INC COM	427.41	313.05	-114.36	
05-22-2013	09-06-2013	120.00	MRC GLOBAL INC	4,041.36	3,151.12	-890.24	
09-18-2012	09-10-2013	425.00	KINDER MORGAN INC KANS COM	15,322.34	15,714.69	392.35	
09-07-2012	09-10-2013	375.00	KINDER MORGAN INC KANS COM	13,418.95	13,865.91		446.96
07-05-2012	10-25-2013	1	VNB CAPITAL TRUST	25.71	25.00		-0.71
07-06-2012	10-25-2013	1,000	VNB CAPITAL TRUST	25,708.95	25,000.00		-708.95
07-09-2012	10-25-2013	870	VNB CAPITAL TRUST	22,323.29	21,750.00		-573.29
07-09-2012	10-25-2013	130	VNB CAPITAL TRUST	3,335.66	3,250.00		-85.66
02-01-2006	10-25-2013	1,366	VNB CAPITAL TRUST	35,005.41	34,150.00		-855.41
07-05-2012	10-25-2013	25	VNB CAPITAL TRUST	640.32	625.00		-15.32
07-05-2012	10-25-2013	373	VNB CAPITAL TRUST	9,553.55	9,325.00		-228.55
07-05-2012	10-25-2013	5	VNB CAPITAL TRUST	128.06	125.00		-3.06
07-05-2012	10-25-2013	200	VNB CAPITAL TRUST	5,122.55	5,000.00		-122.55
07-05-2012	10-25-2013	100	VNB CAPITAL TRUST	2,561.27	2,500.00		-61.27
07-09-2012	10-25-2013	748	VNB CAPITAL TRUST	19,156.98	18,700.00		-456.98
07-09-2012	10-25-2013	70	VNB CAPITAL TRUST	1,792.77	1,750.00		-42.77
07-05-2012	10-25-2013	1,000	VNB CAPITAL TRUST	25,608.95	25,000.00		-608.95
07-05-2012	10-25-2013	92	VNB CAPITAL TRUST	2,356.02	2,300.00		-56.02
07-05-2012	10-25-2013	25	VNB CAPITAL TRUST	640.22	625.00		-15.22
07-05-2012	10-25-2013	300	VNB CAPITAL TRUST	7,682.69	7,500.00		-182.69
07-05-2012	10-25-2013	500	VNB CAPITAL TRUST	12,804.48	12,500.00		-304.48
07-05-2012	10-25-2013	83	VNB CAPITAL TRUST	2,125.54	2,075.00		-50.54
07-17-2008	10-25-2013	6	VNB CAPITAL TRUST	145.45	150.00		4.55
07-22-2008	10-25-2013	100	VNB CAPITAL TRUST	2,352.22	2,500.00		147.78
07-22-2008	10-25-2013	304	VNB CAPITAL TRUST	7,150.73	7,600.00		449.27
07-16-2008	10-25-2013	300	VNB CAPITAL TRUST	6,674.37	7,500.00		825.63
07-16-2008	10-25-2013	100	VNB CAPITAL TRUST	2,224.79	2,500.00		275.21
07-16-2008	10-25-2013	100	VNB CAPITAL TRUST	2,224.79	2,500.00		275.21
10-15-2008	10-25-2013	200	VNB CAPITAL TRUST	4,008.95	5,000.00		991.05
10-16-2008	10-25-2013	800	VNB CAPITAL TRUST	16,008.95	20,000.00		3,991.05

TOTAL REALIZED GAIN/LOSS 4,051,247.24 [483,896.47] 4,535,023.71 = 9393.501 4,060,520.74