Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: THE LILLIAN GOLDMAN CHARITABLE TRUST

A Employer identification number: 13-7048279

Number and street (or P O box number if mail is not delivered to street address): C/O DONALD GOLDSMITH TRUSTEE, HOLLAND&KNIGHT
31 WEST 52ND STREET

Room/suite:

B Telephone number (see instructions): (212) 513-3200

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10019

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 27,345,354.

J Accounting method ☒ Cash ☐ Accrual ☐ 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)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	690.	690.		
	4 Dividends and interest from securities	521,027.	521,027.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,070,292.			
	b Gross sales price for all assets on line 6a 12,724,564.				
	7 Capital gain net income (from Part IV, line 2)		2,070,292.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	69,426.	597.		
	12 **Total.** Add lines 1 through 11	2,661,435.	2,592,606.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	167,622.	83,811.		83,811.
	b Accounting fees (attach schedule) ATCH 3	101,280.	50,640.		50,640.
	c Other professional fees (attach schedule) *	240,439.	240,439.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	17,853.	17,853.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	15,995.			15,995.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	4,948.	1,646.		1,700.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	548,137.	394,389.		152,146.
	25 Contributions, gifts, grants paid	3,882,442.			3,882,443.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,430,579.	394,389.	0	4,034,589.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,769,144.			
	b **Net investment income** (if negative, enter -0-)		2,198,217.		
	c **Adjusted net income** (if negative, enter -0-).				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 4 Form **990-PF** (2013)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-17,715.	42,340.	42,340.
	2	Savings and temporary cash investments	528,231.	850,548.	850,548.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)**	3,923,547.	3,804,600.	3,750,273.
	b	Investments - corporate stock (attach schedule) ATCH 8	15,084,286.	13,749,321.	19,266,098.
	c	Investments - corporate bonds (attach schedule) ATCH 9	4,019,264.	3,336,146.	3,405,321.
	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 ▶ ATCH 10)	45,260.	30,774.	30,774.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	23,582,873.	21,813,729.	27,345,354.
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 ▶ ☐ 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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	23,582,873.	21,813,729.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	23,582,873.	21,813,729.	
	31	Total liabilities and net assets/fund balances (see instructions)	23,582,873.	21,813,729.	

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	23,582,873.
2	Enter amount from Part I, line 27a	2	-1,769,144.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,813,729.
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	21,813,729.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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 2,070,292.

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 3 215,759.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,602,312.	25,852,343.	0.139342
2011	3,396,852.	29,506,859.	0.115121
2010	1,904,774.	29,912,991.	0.063677
2009	1,356,599.	28,505,679.	0.047590
2008	1,696,539.	29,691,544.	0.057139

2	**Total** of line 1, column (d)	2	0.422869
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	0.084574
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,337,827.
5	Multiply line 4 by line 3	5	2,227,495.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21,982.
7	Add lines 5 and 6	7	2,249,477.
8	Enter qualifying distributions from Part XII, line 4	8	4,034,589.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	21,982.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	21,982.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	21,982.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 13,377.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 17,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	30,377.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,395.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 8,395. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ HOLLAND & KNIGHT LLP Telephone no. ▶ 212-513-3200

Located at ▶ 31 WEST 52ND STREET NEW YORK, NY ZIP+4 ▶ 10019

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 12		509,341.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1		Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
	a	Average monthly fair market value of securities	1a	25,867,177.
	b	Average of monthly cash balances	1b	840,960.
	c	Fair market value of all other assets (see instructions)	1c	30,774.
	d	**Total** (add lines 1a, b, and c)	1d	26,738,911.
	e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2		Acquisition indebtedness applicable to line 1 assets	2	
3		Subtract line 2 from line 1d	3	26,738,911.
4		Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	401,084.
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,337,827.
6		**Minimum investment return.** Enter 5% of line 5	6	1,316,891.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1		Minimum investment return from Part X, line 6			1	1,316,891.
2a		Tax on investment income for 2013 from Part VI, line 5	2a	21,982.		
	b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
	c	Add lines 2a and 2b			2c	21,982.
3		Distributable amount before adjustments Subtract line 2c from line 1			3	1,294,909.
4		Recoveries of amounts treated as qualifying distributions			4	
5		Add lines 3 and 4			5	1,294,909.
6		Deduction from distributable amount (see instructions)			6	
7		**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,294,909.

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	4,034,589.
	b	Program-related investments - total from Part IX-B	1b	
2		Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3		Amounts set aside for specific charitable projects that satisfy the:		
	a	Suitability test (prior IRS approval required)	3a	
	b	Cash distribution test (attach the required schedule)	3b	
4		**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,034,589.
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	21,982.
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,012,607.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					1,294,909.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008	1,696,539.				
b	From 2009					
c	From 2010	451,964.				
d	From 2011	1,934,785.				
e	From 2012	2,747,739.				
f	**Total** of lines 3a through e		6,831,027.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 4,034,589.					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2013 distributable amount					1,294,909.
e	Remaining amount distributed out of corpus		2,739,680.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		9,570,707.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		1,696,539.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		7,874,168.			
10	Analysis of line 9:					
a	Excess from 2009					
b	Excess from 2010	451,964.				
c	Excess from 2011	1,934,785.				
d	Excess from 2012	2,747,739.				
e	Excess from 2013	2,739,680.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				3,882,443.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	690.	
4 Dividends and interest from securities			14	521,027.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,070,292.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14				69,426.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,661,435.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 2,661,435.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee

11/10/14
Date

▶ TRUSTEE
Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT THOMPSETT	Scott Thompsett	11/6/2014		P00741490

Firm's name ▶ GRANT THORNTON LLP
Firm's EIN ▶ 36-6055558
Firm's address ▶ 666 THIRD AVENUE
NEW YORK, NY 10017-4057
Phone no 212-599-0100

Form 990-PF (2013)

JSA
3E1493 1 000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES					VAR	VAR
12724564.		10654272.					2,070,292.	
TOTAL GAIN(LOSS)							2,070,292.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX REFUND		68,829.	
OTHER INCOME		597.	597.
	TOTALS	69,426.	597.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HOLLAND & KNIGHT LLP	167,622.	83,811.		83,811.
TOTALS	167,622.	83,811.		83,811.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GRANT THORNTON ACCOUNTING FEES				
4/30/2011 FEES	51,200.	25,600.		25,600.
4/30/2012 FEES	45,456.	22,728.		22,728.
12/31/2012 FEES	4,624.	2,312.		2,312.
TOTALS	101,280.	50,640.		50,640.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	240,439.	240,439.
TOTALS	240,439.	240,439.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX		17,853.	17,853.
	TOTALS	17,853.	17,853.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR SECURITIES FEES	1,646.	1,646.	
NYS FILING FEES	1,500.		
MEMBERSHIP DUES	1,700.		1,700.
OVERDRAFT FEES	102.		
TOTALS	4,948.	1,646.	1,700.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOVERNMENT & AGENCY OBLIGATION	3,395,987.	3,357,293.
US OBLIGATIONS TOTAL	3,395,987.	3,357,293.
CALIFORNIA STATE BONDS	408,613.	392,980.
STATE OBLIGATIONS TOTAL	408,613.	392,980.
US AND STATE OBLIGATIONS TOTAL	3,804,600.	3,750,273.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
*PUBLICLY TRADED SECURITIES IN		
ARISTOTLE	3,098,686.	4,382,336.
POLEN CAPITAL	1,499,387.	2,237,554.
RIVERBRIDGE	1,459,540.	2,589,663.
MUTUAL FUNDS	2,633,805.	3,168,728.
ITHAKA	1,398,388.	2,327,640.
TIETON	1,844,121.	2,336,049.
NORTHROAD CAPITAL	1,815,394.	2,224,128.
TOTALS	13,749,321.	19,266,098.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CITI PRIVATE BANK FIXED INCOME	3,336,146.	3,405,321.
TOTALS	3,336,146.	3,405,321.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST/DIVIDEND RECEIVABLE	30,774.	30,774.
TOTALS	30,774.	30,774.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
AMY GOLDMAN FOWLER 164 MOUNTAIN VIEW ROAD RHINEBECK, NY 12572	TRUSTEE 3.00	0	0	0
DONALD A GOLDSMITH ESQ 31 WEST 52ND STREET NEW YORK, NY 10019	TRUSTEE 3.00	0	0	0
NEIL HAMILTON SUNSTEAD FARM 31810 TIMBER RIDGE TRAIL WAUKEE, IA 50263	TRUSTEE 3.00	0	0	0
CARY FOWLER 164 MOUNTAIN VIEW ROAD RHINEBECK, NY 12572	TRUSTEE 3.00	0	0	0
SARA GOLDMAN ARNO 164 MOUNTAIN VIEW ROAD RHINEBECK, NY 12572	TRUSTEE 3.00	0	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBIN KEMPER 1136 FIFTH AVENUE #3A NEW YORK, NY 10128	TRUSTEE 3.00	0	0	0
CARROLL STEVENS 250 PERRY STREET MILL VALEEY, CA 94941	TRUSTEE 3.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
PAUL COMSTOCK PARTNERS 1120 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10036	INVESTMENT SERVICES	240,439.
HOLLAND & KNIGHT LLP 31 WEST 52ND STREET NEW YORK, NY 10019	LEGAL SERVICES	167,622.
GRANT THORNTON, LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING	101,280.
TOTAL COMPENSATION		509,341.

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NYBG SQUASH PROJECT 200TH STREET AND KAZIMIROFF BLVD NEW YORK, NY 10458	NONE PC	SCIENTIFIC	67,260.
THE CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011	NONE PC	RELIGIOUS	700,000.
ANIMAL RESCUE LEAGUE OF IOWA 5452 NE 22ND STREET DES MOINES, IA 50313	NONE PC	ANIMAL RESCUE	10,000.
JEWISH FUNDERS NETWORK 150 WEST 30TH STREET, SUITE 900 NEW YORK, NY 10001	NONE PC	CHARITABLE	2,500.
NEW VENTURE FUNDS 1201 CONNECTICUT AVENUE NW WASHINGTON DC, DC 20036	NONE PC	SCIENTIFIC	10,000.
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	NONE PC	EDUCATIONAL	25,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW EYES FOR THE NEEDY 549 MILBURN AVENUE SHORT HILLS, NJ 07078	NONE PC	CHARITABLE	20,000.
NORWEGIAN UNIVERSITY OF LIFE SCIENCES PO BOX 5003 1432 AS NORWAY	NONE PC	EDUCATIONAL	50,000.
DES MOINES ART CENTER 4700 GRAND AVENUE DES MOINES, IA 50312	NONE PC	CHARITABLE	10,000.
FOOD CORPS INC 281 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE PC	CHARITABLE	10,000.
DES MOINES AREA RELIGIOUS COUNCIL 3816 36TH STREET DES MOINES, IA 50310	NONE PC	CHARITABLE	10,000.
SEED SAVERS EXCHANGE 3094 NORTH WINN ROAD DECORAH, IA 52101	NONE PC	CHARITABLE	10,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY PARTNERS 508 2ND STREET, SUITE 206 DAVIS, CA 95616	NONE PC	EDUCATIONAL	10,000.
DRAKE UNIVERSITY AGRICULTURAL LAW CTR 2507 UNIVERSITY AVENUE DES MOINES, IA 50311	NONE PC	EDUCATIONAL	20,000.
THE CENTER FOR RURAL AFFAIRS P.O. BOX 292 TIVOLI, NY 12583	NONE PC	CHARITABLE	10,000.
FRIENDS OF ACTION EROSION TECHNOLOGY COALITION 1003B LAMOND AVENUE DURHAM, NC 27701	NONE PC	CHARITABLE	200,000.
SUSTAINABLE FOOD ALLIANCE 38 RICHMIND STREET, TOTTERDOWN BRISTOL, UK BS3 4TQ	NONE NC	CHARITABLE	50,000
PURDUE UNIVERSITY DAUCH ALUMNI CENTER, 403 WEST WOOD ST WEST LAFAYETTE, IN 47907	NONE PC	EDUCATIONAL	10,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WNET 825 EIGHTH AVENUE NEW YORK, NY 10019	NONE PC	EDUCATIONAL	150,000.
GLOBAL JUSTICE CENTER 275 SEVENTH AVENUE - ROOM 1502 NEW YORK, NY 10001	NONE PC	CHARITABLE	150,000.
THE OHIO STATE UNIVERSITY ROOM 150P PAGE HALL, 1810 COLLEGE ROAD COLUMBUS, OH 43210	NONE PC	EDUCATIONAL	40,000.
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 4011	NONE PC	EDUCATIONAL	25,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE PC	CHARITABLE	15,000.
TRUSTEES OF COLUMBIA UNIVERSITY 180 FORT WASHINGTON A VENUE, ROOM 956 NEW YORK, NY 10032	NONE PC	EDUCATIONAL	10,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY, SUITE 1509 NEW YORK, NY 10018	NONE PC	SCIENTIFIC	100,000.
HUNGRY, INC. 144 FRANKLIN ST, #6F NEW YORK, NY 10013	NONE PC	EDUCATIONAL	150,250.
STORYCORPS, INC. 80 HANSON PLACE, 2ND FLOOR BROOKLYN, NY 11217	NONE PC	LITERARY	10,000.
NYU LANGONE MEDICAL CENTER 550 FIRST AVENUE, OBV-A612 NEW YORK, NY 10016	NONE PC	LITERARY	5,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY-NY 733 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10017	NONE PC	CHARITABLE	30,000.
THEATER BREAKING THROUGH BARRIERS 306 WEST 18TH STREET, #3A NEW YORK, NY 10011	NONE PC	CHARITABLE	10,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POETS & WRITERS INC 90 BROAD STREET, SUITE 2100 NEW YORK, NY 10004	NONE PC	LITERARY	5,000.
NY WRITERS COALITION INC 80 HANSON PLACE #603 BROOKLYN, NY 11217	NONE PC	LITERARY	10,000.
TEACHERS & WRITERS COLLABORATIVE 520 EIGHTH AVENUE, SUITE 2020 NEW YORK, NY 10018	NONE PC	LITERARY	10,000.
UNIVERSITY OF IOWA CARVER COLLEGE OF MEDICINE 1216 MERF IOWA CITY, IA 52242	NONE PC	EDUCATIONAL	5,000.
MOUNTAIN PLAY ASSOCIATION 177 EAST BLITHEDALE AVENUE MILL VALLEY, CA 94941	NONE PC	CHARITABLE	20,000.
JOBS FOR AMERICA'S GRADUATES 1729 KING STREET, SUITE 100 ALEXANDRIA, VA 22314	NONE PC	CHARITABLE	20,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGETOWN COLLEGE 400 EAST COLLEGE STREET GEORGETOWN, KY 40324	NONE PC	EDUCATIONAL	20,000.
THE UNIVERSITY OF ARIZONA FOUNDATION THE SOUTHWEST CENTER, PO BOX 210185 TUCSON, AZ 85721	NONE PC	EDUCATIONAL	72,800
THE COMMUNITY FOUNDATION OF LOUISVILLE 325 W. MAIN STREET, SUITE 1110 LOUISVILLE, KY 40202	NONE PC	CHARITABLE	20,000.
BROOKLYN BOTANIC GARDEN CORPORATION 1000 WASHINGTON AVENUE BROOKLYN, NY 11225	NONE PC	CHARITABLE	200,000.
THE NEW YORK BOTANICAL GARDEN 200TH STREET AND KAZIMIROFF BLVD BRONX, NY 10458	NONE PC	CHARITABLE	983,333.
SLOW MONEY P.O. BOX 333 YORK HARBOR, ME 03911	NONE PC	CHARITABLE	100,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARIN GENERAL HOSPITAL FOUNDATION 100 B DRAKES LANDING ROAD, SUITE 255 GREENBRAE, CA 94904	NONE PC	CHARITABLE	20,000.
COLUMBIA UNIVERSITY SCHOOL OF CONTINUING EDUCATION 62 WEST 113TH STREET, MC4520 NEW YORK, NY 10025	NONE PC	EDUCATIONAL	10,000.
PEN AMERICAN CENTER 588 BROADWAY, SUTIE 303 NEW YORK, NY 10012	NONE PC	LITERARY	80,000.
AMERICAN LIVESTOCK BREEDS CONSERVANCY PO BOX 477 PITTSBORO, NC 27312	NONE PC	CHARITABLE	50,000.
PLANNED PARENTHOOD OF THE MID HUDSON VALLEY 178 CHURCH STREET POUGHKEEPSIE, NY 12601	NONE PC	CHARITABLE	50,000
FDR SUITE FOUNDATION INC ADAMS HOUSE, HARVARD COLLEGE, 26 PLYMPTON STREET CAMBRIDGE, MA 02138	NONE PC	EDUCATIONAL	50,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUIVIRA COALITION 1413 SECOND STREET, SUITE 1 SANTA FE, NM 87505	NONE PC	CHARITABLE	10,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE, SUITE 960 NEW YORK, NY 10115	NONE PC	CHARITABLE	21,800.
VOICES FROM THE HEART OF MEDICINE 28 ALBERT PLACE NEW ROCHELLE, NY 10801	NONE PC	LITERARY	5,000.
SOUTHERN COALITION FOR SOCIAL JUSTICE 1415 WEST HIGHWAY 54, SUITE 101 DURHAM, NC 27707	NONE PC	CHARITABLE	10,000.
DEMOCRACY NORTH CAROLINA 1821 GREEN STREET DURHAM, NC 27705	NONE PC	CHARITABLE	25,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NONE PC	CHARITABLE	100,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE AGRICULTURAL RESEARCH ORGANIZATION PO BOX 6 50-250 BET-DAGAN ISRAEL	NONE PC	SCIENTIFIC	64,500.
		TOTAL CONTRIBUTIONS PAID	3,882,443.

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FEDERAL EXCISE TAX REFUND			01	68,829.	
OTHER REVENUE			01	597.	
TOTALS				69,426.	

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE LILLIAN GOLDMAN CHARITABLE TRUST	Employer identification number (EIN) or 13-7048279
	Number, street, and room or suite no If a P.O. box, see instructions C/O DONALD GOLDSMITH TRUSTEE, HOLLAND&KNIGHT	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10019	

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

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

- The books are in the care of ▶ HOLLAND & KNIGHT LLP

Telephone No ▶ 212 513-3200 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 13 or
▶ ☐ tax year beginning ______, 20__, and ending ______, 20__

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 30,377.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 13,377.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 17,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

JSA
3F8054 2 000

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE LILLIAN GOLDMAN CHARITABLE TRUST	Employer identification number (EIN) or 13-7048279
	Number, street, and room or suite no If a P O box, see instructions C/O DONALD GOLDSMITH TRUSTEE, HOLLAND&KNIGHT	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10019	

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

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

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

- The books are in the care of ▶ HOLLAND & KNIGHT LLP, 31 WEST 52ND STREET NEW YORK, NY 10019
  Telephone No ▶ 212 513-3200 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 14

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

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

7 State in detail why you need the extension ALL THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Seth [illegible] Title ▶ SENIOR TAX MANAGER Date ▶ 8/13/2014