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

2013

Department of the Treasury
Internal Revenue Service

▶ 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.

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

THE RALPH E. OGDEN FOUNDATION, INC.
P.O. BOX 290
MOUNTAINVILLE, NY 10953

A Employer identification number
14-1455902

B Telephone number (see the instructions)
845-534-3423

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

<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 type="checkbox"/> Address change	<input type="checkbox"/> 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, column (c), line 16)
\$ 41,222,652.

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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	104,862.	104,862.	N/A	
	4 Dividends and interest from securities	542,045.	542,045.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	916,189.			
	b Gross sales price for all assets on line 6a	916,189.			
	7 Capital gain net income (from Part IV, line 2)		916,189.		
	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/(loss) (att sch)					
11 Other income (attach schedule) SEE STATEMENT-NI		UT -179,421.	-187,488.		
12 Total. Add lines 1 through 11		1,383,675.	1,375,608.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	365,974.	73,195.		292,779.
	14 Other employee salaries and wages	33,313.	6,663.		79,241.
	15 Pension plans, employee benefits	1,455.	291.		1,164.
	16a Legal fees (attach schedule) SEE ST 2	19,140.			19,454.
	b Accounting fees (attach sch) SEE ST 3	20,635.			18,349.
	c Other prof fees (attach sch) SEE ST 4	514,266.	472,719.		544,033.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	30,508.	4,302.		26,206.
	19 Depreciation (attach sch) and depletion SEE STMT 6	3,300.	3,300.		
	20 Occupancy				
	21 Travel, conferences, and meetings	14,821.			14,821.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 7	89,192.			89,922.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,092,604.	560,470.		1,085,969.
	25 Contributions, gifts, grants paid PART XV	1,777,820.			1,777,820.
26 Total expenses and disbursements. Add lines 24 and 25	2,870,424.	560,470.		2,863,789.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,486,749.				
b Net investment income (if negative, enter -0)		815,138.			
c Adjusted net income (if negative, enter 0-)					

SCANNED OPERATING EXPENSES DEC 02 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	326,138.	1,683,343.	1,683,343.
	2	Savings and temporary cash investments	820,921.	467,423.	467,423.
	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 sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	8,358.	8,358.	8,358.
	10a	Investments – U.S. and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule)	11,625,671.	14,516,651.	14,516,651.
		c Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	25,351,770.	24,306,710.	24,306,710.	
14	Land, buildings, and equipment basis ▶ 250,882.				
	Less: accumulated depreciation (attach schedule) SEE STMT 8 ▶ 10,715.	7,417.	240,167.	240,167.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	38,140,275.	41,222,652.	41,222,652.	
LIABILITIES	17	Accounts payable and accrued expenses	233,699.	152,583.	
	18	Grants payable	372,000.	372,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 9)		472,719.	
	23	Total liabilities (add lines 17 through 22)	605,699.	997,302.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	37,534,576.	40,225,350.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	37,534,576.	40,225,350.	
	31	Total liabilities and net assets/fund balances (see instructions)	38,140,275.	41,222,652.	

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	37,534,576.
2	Enter amount from Part I, line 27a	2	-1,486,749.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	4,177,523.
4	Add lines 1, 2, and 3	4	40,225,350.
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	40,225,350.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 11			
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	916,189.
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	916,189.

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 (column (b) divided by column (c))
2012	2,360,056.	38,797,188.	0.060831
2011	2,377,559.	36,235,675.	0.065614
2010	3,274,734.	39,190,987.	0.083558
2009	1,637,308.	33,530,737.	0.048830
2008	1,756,625.	40,511,560.	0.043361

2 Total of line 1, column (d)	2	0.302194
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	0.060439
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,617,462.
5 Multiply line 4 by line 3	5	2,394,440.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,151.
7 Add lines 5 and 6	7	2,402,591.
8 Enter qualifying distributions from Part XII, line 4	8	3,083,839.

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 V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,151.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,151.
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	8,151.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	466.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	466.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	169.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,854.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY DE</u>		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VIIA Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>BEATRICE STERN</u> Telephone no ▶ <u>845-534-3423</u> Located at ▶ <u>P.O. BOX 290 MOUNTAINVILLE NY</u> ZIP + 4 ▶ <u>10593</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A ▶ <input type="checkbox"/> N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶	16		X

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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

- 5 a 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)? Yes No
- 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) N/A
- 6 a 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? Yes No
- If 'Yes' to 6b, file Form 8870
- 7 a 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? Yes No

5 b	N/A	
6 b		X
7 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
SEE STATEMENT 12		334,800.	31,174.	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 0

Part VII 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		0

Part IXA 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 THE FOUNDATION MAKES MONETARY GRANTS TO VARIOUS NOT-FOR-PROFIT ORGANIZATIONS THAT PROMOTE THE FURTHERANCE OF THE ARTS, SUPPORT EDUCATIONAL INSTITUTIONS AND COMMUNITY WELFARE.	2,397,705.
2 -----	
3 -----	
4 -----	

Part IXB 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 N/A		
2 -----		
All other program-related investments See instructions		
3 -----		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	13,292,696.
b	Average of monthly cash balances	1 b	2,621,368.
c	Fair market value of all other assets (see instructions)	1 c	24,306,710.
d	Total (add lines 1a, b, and c)	1 d	40,220,774.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,220,774.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	603,312.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,617,462.
6	Minimum investment return. Enter 5% of line 5	6	1,980,873.

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	1,980,873.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	8,151.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	8,151.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,972,722.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,972,722.
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	1,972,722.

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	1 a	2,863,789.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	220,050.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,083,839.
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	8,151.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,075,688.

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				1,972,722.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010	1,317,923.			
d From 2011	570,429.			
e From 2012	439,265.			
f Total of lines 3a through e	2,327,617.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 3,083,839.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				1,972,722.
e Remaining amount distributed out of corpus	1,111,117.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,438,734.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,438,734.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	1,317,923.			
c Excess from 2011	570,429.			
d Excess from 2012	439,265.			
e Excess from 2013	1,111,117.			

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

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

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

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

Check here 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				
Total				▶ 3a 1,777,820.
b Approved for future payment				
Total				▶ 3b

THE RALPH E. OGDEN FOUNDATION, INC.

14-1455902

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ -187,488.	\$ -187,488.	
UNRELATED BUSINESS INCOME	8,067.		
TOTAL	<u>\$ -179,421.</u>	<u>\$ -187,488.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 19,140.			\$ 19,454.
TOTAL	<u>\$ 19,140.</u>	<u>\$ 0.</u>		<u>\$ 19,454.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX FEES	\$ 20,635.			\$ 18,349.
TOTAL	<u>\$ 20,635.</u>	<u>\$ 0.</u>		<u>\$ 18,349.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	\$ 41,547.			\$ 71,314.
INVESTMENT MANAGEMENT FEES	472,719.	\$ 472,719.		472,719.
TOTAL	<u>\$ 514,266.</u>	<u>\$ 472,719.</u>		<u>\$ 544,033.</u>

THE RALPH E. OGDEN FOUNDATION, INC.

14-1455902

**STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 4,976.			\$ 4,976.
PAYROLL TAXES	25,532.	\$ 4,302.		21,230.
TOTAL	\$ 30,508.	\$ 4,302.		\$ 26,206.

**STATEMENT 6
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
EQUIPMENT VARIOUS	14,832	7,415	S/L	0.2		2,966	2,966	2,966
IMPROVEMENTS VARIOUS	220,050		S/L	0.0015		334	334	334

**STATEMENT 7
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 386.			\$ 386.
COMPUTER EXPENSE	8,579.			8,579.
DUES & SUBSCRIPTIONS	1,075.			1,075.
INSURANCE	1,141.			1,141.
PAYROLL PROCESSING FEES	1,719.			1,719.
POSTAGE	775.			775.
REGISTRATION FEES	3,139.			3,139.
REPAIRS & MAINTENANCE	59,780.			59,780.
STORAGE	3,066.			3,346.
SUPPLIES	3,513.			3,513.
TELEPHONE	6,019.			6,469.
TOTAL	\$ 89,192.	\$ 0.		\$ 89,922.

**STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 30,832.	\$ 10,381.	\$ 20,451.	\$ 20,451.
IMPROVEMENTS	220,050.	334.	219,716.	219,716.
TOTAL	\$ 250,882.	\$ 10,715.	\$ 240,167.	\$ 240,167.

THE RALPH E. OGDEN FOUNDATION, INC.

14-1455902

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DUE TO TRUST	\$ 472,719.
TOTAL	<u>\$ 472,719.</u>

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 4,177,523.
TOTAL	<u>\$ 4,177,523.</u>

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	DAVIDSON KEMPNER	PURCHASED	VARIOUS	VARIOUS
2	LEXINGTON PTRS II	PURCHASED	VARIOUS	VARIOUS
3	LEXINGTON PTRS V	PURCHASED	VARIOUS	VARIOUS
4	LEXINGTON PTRS VI	PURCHASED	VARIOUS	VARIOUS
5	TRIDENT II LLC	PURCHASED	VARIOUS	VARIOUS
6	TRIDENT III LLC	PURCHASED	VARIOUS	VARIOUS
7	TRIDENT IV LLC	PURCHASED	VARIOUS	VARIOUS
8	TRIDENT V LLC	PURCHASED	VARIOUS	VARIOUS
9	LANDMARK OPPORTUNITY FD	PURCHASED	VARIOUS	VARIOUS
10	LANDMARK SECONDARY PTR FD	PURCHASED	VARIOUS	VARIOUS
11	COHESIVE CAPITAL LLC	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	126,643.		0.	126,643.				\$ 126,643.
2	13,765.		0.	13,765.				13,765.
3	35,953.		0.	35,953.				35,953.
4	117,235.		0.	117,235.				117,235.
5	199,852.		0.	199,852.				199,852.
6	305,056.		0.	305,056.				305,056.
7	116,323.		0.	116,323.				116,323.
8	703.		0.	703.				703.
9	6,075.		0.	6,075.				6,075.
10	-5,580.		0.	-5,580.				-5,580.
11	164.		0.	164.				164.
							TOTAL	<u>\$ 916,189.</u>

THE RALPH E. OGDEN FOUNDATION, INC.

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STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
PETER LAMB PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	DIRECTOR 1.00	\$ 0.	\$ 0.	\$ 0.
BEATRICE STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	PRES&TREASURER 40.00	182,600.	22,267.	0.
ELISABETH ELLEN STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	VICE PRESIDENT 40.00	152,200.	8,907.	0.
JOHN PETER STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	DIRECTOR 1.00	0.	0.	0.
PETER ERWIN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	DIRECTOR 1.00	0.	0.	0.
JOAN O STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	DIRECTOR 1.00	0.	0.	0.
LUCY COHAN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	DIRECTOR 1.00	0.	0.	0.
		TOTAL \$ 334,800.	\$ 31,174.	\$ 0.

STATEMENT 13
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
STORM KING ART CENTER OLD PLEASANT HILL ROAD MOUNTAINVILLE, NY 10593	NONE	501 (C) (3)	FURTHERANCE OF THE ARTS	\$ 1,086,500.
BARD COLLEGE 7401 SOUTH BROADWAY RED HOOK, NY 12571	NONE	501 (C) (3)	SUPPORT EDUCATIONAL INST	25,000.

THE RALPH E. OGDEN FOUNDATION, INC.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BLACK ROCK FOREST CONSORTIUM 129 CONTINENTAL ROAD CORNWALL, NY 12518	NONE	501 (C) (3)	COMMUNITY WELFARE	\$ 37,000.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY NEW YORK, NY 10012	NONE	501 (C) (3)	SUPPORT EDUCATIONAL INST	15,000.
COMMUNITY FOUNDATION OF ORANGE CTY 30 SCOTT'S CORNER DRIVE MONTGOMERY, NY 12549	NONE	501 (C) (3)	COMMUNITY WELFARE	15,140.
DISARM EDUCATION FUND 113 UNIVERSITY PLACE NEW YORK, NY 10003	NONE	501 (C) (3)	SUPPORT EDUCATIONAL INST	15,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK, NY 10001	NONE	501 (C) (3)	INTERNATIONAL WELFARE	5,000.
GEORGETOWN DAY SCHOOL 4530 MACARTHUR BLVD WASHINGTON, DC 20007	NONE	501 (C) (3)	SUPPORT EDUCATION INST	10,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET BOSTON, MA 02130	NONE	501 (C) (3)	INTERNATIONAL WELFARE	30,000.
HAITIAN AMERICAN CULTURAL ASSOCIATION PO BOX 214 SPRING VALLEY, NY 10977	NONE	501 (C) (3)	INTERNATIONAL WELFARE	5,000.
HOOPS EXPRESS 395 ANNE STREET NEWBURGH, NY 12550	NONE	501 (C) (3)	COMMUNITY WELFARE	15,000.
HOWLAND CHAMBER MUSIC PO BOX 224 CHELSEA, NY 12512	NONE	501 (C) (3)	COMMUNITY WELFARE	3,000.
INNOCENCE PROJECT INC 40 WORTH STREET NEW YORK, NY 10013	NONE	501 (C) (3)	COMMUNITY WELFARE	11,200.
JERRY ALLEYNE MEMORIAL 120 EAST HARTSDALE AVENUE HARTSDALE, NY 10530	NONE	501 (C) (3)	COMMUNITY WELFARE	5,000.

THE RALPH E. OGDEN FOUNDATION, INC.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE BOSTON, MA 02215	NONE	501 (C) (3)	COMMUNITY WELFARE	\$ 10,000.
PLANNED PARENTHOOD OF THE HUDSON VALLEY 178 CHURCH STREET POUGHKEEPSIE, NY 12601	NONE	501 (C) (3)	COMMUNITY WELFARE	30,300.
PUTNEY SCHOOL 418 HOUGHTON BROOK ROAD PUTNEY, VT 05346	NONE	501 (C) (3)	SUPPORT EDUCATIONAL INST	10,000.
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE	501 (C) (3)	SUPPORT EDUCATIONAL INST	15,000.
THE CENTER FOR SCIENCE IN THE PUBLIC INT 1220 L STREET NW WASHINGTON, DC 20005	NONE	501 (C) (3)	COMMUNITY WELFARE	10,000.
WORLD MONUMENTS FUND 350 FIFTH AVENUE NEW YORK, NY 10001	NONE	501 (C) (3)	COMMUNITY WELFARE	103,000.
HUDSON HIGHLAND NATURE MUSEUM PO BOX 451 CORNWALL, NY 12519	NONE	501 (C) (3)	COMMUNITY WELFARE	3,000.
INTERNATIONAL PARTNERS 1320 FENWICK LANE SUITE 400 SILVER SPRING, MD 20910	NONE	501 (C) (3)	COMMUNITY WELFARE	20,200.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	NONE	501 (C) (3)	COMMUNITY WELFARE	1,000.
NEWBURGH CHAMBER MUSIC 59 COACH LANE NEWBURGH, NY 12550	NONE	501 (C) (3)	FURTHERANCE OF THE ARTS	5,000.
ORANGE COUNTY LAND TRUST 10 MULBERRY STREET MIDDLETOWN, NY 10940	NONE	501 (C) (3)	COMMUNITY WELFARE	1,000.
SISTERS OF MERCY OF THE AMERICAS 8380 COLESVILLE ROAD SILVER SPRINGS, MD 20910	NONE	501 (C) (3)	COMMUNITY WELFARE	5,000.

THE RALPH E. OGDEN FOUNDATION, INC.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ST LUKES CORNWALL HOSPITAL 70 DUBOIS STREET NEWBURGH, NY 12550	NONE	501 (C) (3)	COMMUNITY WELFARE	\$ 27,000.
ELEANOR ROOSEVELT CENTER AT VAL-KILL P.O. BOX 255 HYDE PARK, NY 12538	NONE	501 (C) (3)	COMMUNITY WELFARE	10,000.
CORO NEW YORK LEADERSHIP CENTER 42 BROADWAY NEW YORK, NY 10004	NONE	501 (C) (3)	COMMUNITY WELFARE	10,000.
PROGRESS UNITY FUND 167 ANDERSON STREET SAN FRANCISCO, CA 94110	NONE	501 (C) (3)	COMMUNITY WELFARE	5,000.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06521	NONE	501 (C) (3)	EDUCATION	10,000.
CLINTON A BETTER CHANCE P.O. BOX 139 CLINTON, NY 13323	NONE	501 (C) (3)	COMMUNITY WELFARE	5,000.
HABITAT FOR HUMANITY OF GREATER NEWBURGH P.O. BOX 1694 NEWBURGH, NY 12550	NONE	501 (C) (3)	COMMUNITY WELFARE	10,000.
HUDSON VALLEY SPCA 940 LITTLE BRITAN ROAD NEW WINDSOR, NY 12553	NONE	501 (C) (3)	COMMUNITY WELFARE	15,000.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	501 (C) (3)	INTERNATIONAL WELFARE	25,000.
MAINE COMMUNITY FOUNDATION 245 MAINE STREET ELLSWORTH, ME 04605	NONE	501 (C) (3)	COMMUNITY WELFARE	10,000.
MANITOGA P.O. BOX 249 GARRISON, NY 10524	NONE	501 (C) (3)	COMMUNITY WELFARE	500.

THE RALPH E. OGDEN FOUNDATION, INC.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
NATIONAL SCHOOL CLIMATE CENTER 341 WEST 38TH STREET 9TH FL NEW YORK, NY 10018	NONE	501 (C) (3)	EDUCATION	\$ 10,000.
RURAL & MIGRANT MINISTRIES P.O. BOX 4757 POUGHKEEPSIE, NY 12602	NONE	501 (C) (3)	COMMUNITY WELFARE	45,000.
THE NEW SCHOOL 72 FIFTH AVENUE 6FL NEW YORK, NY 10011	NONE	501 (C) (3)	EDUCATION	20,000.
THE OLANA PARTNERSHIP 162 WEST 56TH STREET SUITE 405 NEW YORK, NY 10019	NONE	501 (C) (3)	COMMUNITY WELFARE	1,500.
AMERICAN ASSOCIATES OF THE ROYAL ACADEMY 555 MADISON AVENUE NEW YORK, NY 10022	NONE	501 (C) (3)	EDUCATION	500.
COMMUNITY DEVELOPMENT INTERNATIONAL PO BOX 3417 NEW YORK, NY 10163	NONE	501 (C) (3)	COMMUNITY WELFARE	5,000.
COUNCIL ON FOUNDATIONS PO BOX 75661 BALTIMORE, MD 21275	NONE	501 (C) (3)	COMMUNITY WELFARE	8,180.
DIA ART FOUNDATION 535 WEST 22ND STREET NEW YORK, NY 10011	NONE	501 (C) (3)	FURTHERANCE OF THE ARTS	1,000.
HUDSON VALLEY COMMUNITY SERVICES 40 SAW MILL RIVER ROAD HAWTHORNE, NY 10532	NONE	501 (C) (3)	COMMUNITY WELFARE	1,000.
KITTERY LAND TRUST PO BOX 467 KITTERY, ME 03904	NONE	501 (C) (3)	COMMUNITY WELFARE	50,000.
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET BOSTON, MA 02114	NONE	501 (C) (3)	COMMUNITY WELFARE	10,000.

THE RALPH E. OGDEN FOUNDATION, INC.

14-1455902

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
OPEN SPACE INSTITUTE 1350 BROADWAY NEW YORK, NY 10018	NONE	501 (C) (3)	FURTHERANCE OF THE ARTS	\$ 5,000.
PHILANTHROPY NEW YORK 79 FIFTH AVENUE NEW YORK, NY 10003	NONE	501 (C) (3)	COMMUNITY WELFARE	1,200.
THE PALISADES PARKS CONSERVANCY PO BOX 427 BEAR MOUNTAIN , NY 10911	NONE	501 (C) (3)	COMMUNITY WELFARE	600.
			TOTAL	<u>\$ 1,777,820.</u>

- 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 extended due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE RALPH E. OGDEN FOUNDATION, INC.	14-1455902
	Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)
	BENCIVENGA WARD & COMPANY CPAS, PC 420 COLUMBUS AVENUE, SUITE 304	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	VALHALLA, NY 10595-1382	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 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.

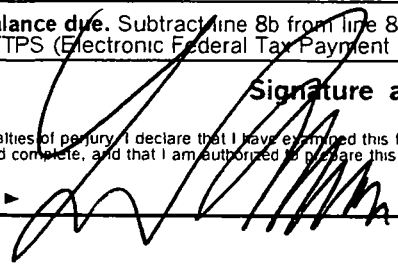
- The books are in care of ▶ BEATRICE STERN
Telephone No ▶ 845-534-3423 Fax No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this 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

- I request an additional 3-month extension of time until 11/15, 2014.
- For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	0.
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 \$	466.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶  Title ▶ CPA Date ▶ 1/30/14

BAA FIFZ0502L 12/31/13 Form 8868 (Rev 1-2014)