



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



## 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](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

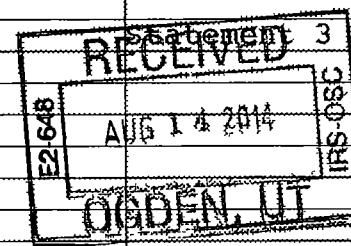
For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>FRED L. EMERSON FOUNDATION, INC.</b>		A Employer identification number <b>15-6017650</b>
Number and street (or P O box number if mail is not delivered to street address) <b>5654 SOUTH STREET ROAD</b>	Room/suite	B Telephone number <b>(315) 253-9621</b>
City or town, state or province, country, and ZIP or foreign postal code <b>AUBURN, NY 13021</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 84,399,975.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		418,287.	418,287.		Statement 1
4 Dividends and interest from securities		1,118,530.	1,118,530.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,778,339.			Statement 3
b Gross sales price for all assets on line 6a <b>18,501,977.</b>					
7 Capital gain net income (from Part IV, line 2)			2,779,477.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,315,156.	4,316,294.		
13 Compensation of officers, directors, trustees, etc		176,500.	35,300.		141,200.
14 Other employee salaries and wages		242,032.	121,016.		121,016.
15 Pension plans, employee benefits		22,453.	7,859.		14,594.
16a Legal fees Stmt 4		131,144.	26,229.		104,915.
b Accounting fees Stmt 5		24,300.	18,225.		6,075.
c Other professional fees Stmt 6		372,988.	364,934.		8,053.
17 Interest		89.	89.		0.
18 Taxes Stmt 7		43,410.	34,639.		8,771.
19 Depreciation and depletion		18,546.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		9,419.	2,826.		6,593.
22 Printing and publications					
23 Other expenses Stmt 8		136,334.	35,968.		100,366.
24 Total operating and administrative expenses. Add lines 13 through 23		1,177,215.	647,085.		511,583.
25 Contributions, gifts, grants paid		3,182,204.			3,208,204.
26 Total expenses and disbursements Add lines 24 and 25		4,359,419.	647,085.		3,719,787.
27 Subtract line 26 from line 12		-44,263.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			3,669,209.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED AUG 18 2014



**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	103,096.	107,026.	107,026.
	2 Savings and temporary cash investments	2,756,437.	2,040,717.	2,040,717.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 9	3,804,266.	2,427,597.	2,407,975.
	b Investments - corporate stock Stmt 10	25,301,388.	26,742,255.	38,744,970.
	c Investments - corporate bonds Stmt 11	18,936,103.	14,647,009.	15,652,110.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 12	16,024,287.	20,865,284.	25,209,176.	
14 Land, buildings, and equipment basis ▶ 465,533.				
Less accumulated depreciation Stmt 13 ▶ 227,532.	186,575.	238,001.	238,001.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	67,112,152.	67,067,889.	84,399,975.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	67,112,152.	67,067,889.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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	67,112,152.	67,067,889.	
31 Total liabilities and net assets/fund balances	67,112,152.	67,067,889.		

**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	67,112,152.
2 Enter amount from Part I, line 27a	2	-44,263.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	67,067,889.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	67,067,889.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 18,501,977.		15,722,500.	2,779,477.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
<b>a</b>			2,779,477.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	2,779,477.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	4,159,659.	75,837,906.	.054849
2011	3,910,293.	78,830,316.	.049604
2010	2,214,143.	75,283,412.	.029411
2009	2,154,133.	67,690,088.	.031823
2008	6,924,729.	78,069,563.	.088699

<b>2</b> Total of line 1, column (d)	<b>2</b>	.254386
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.050877
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	79,741,788.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	4,057,023.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	36,692.
<b>7</b> Add lines 5 and 6	<b>7</b>	4,093,715.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	3,719,787.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	73,384.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	73,384.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	73,384.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	96,987.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	96,987.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	23,603.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
1c 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? If "Yes," attach a detailed description of the activities		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		X
4a 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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <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? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ► <u>EMERSONFOUNDATION.COM</u>	13	X	
14	The books are in care of ► <u>DANIEL J. FESSENDEN, EXECUTIVE DIR.</u> Telephone no ► <u>(315) 253-9621</u> Located at ► <u>5654 SOUTH STREET ROAD, AUBURN, NY</u> ZIP+4 ► <u>13021</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	
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 ► <u>Other Country</u>	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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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		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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
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?	<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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

**5b**

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?

N/A

☐ 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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7b****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		355,301.	17,500.	4,603.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANET HAINES - 5654 SOUTH STREET ROAD, AUBURN, NY 13021	OFFICE MANAGER 40.00	51,231.	4,953.	244.

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

Form 990-PF (2013)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	78,249,830.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,706,300.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	80,956,130.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	80,956,130.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,214,342.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	79,741,788.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,987,089.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,987,089.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	73,384.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	31.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	73,415.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,913,674.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,913,674.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,913,674.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	3,719,787.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,719,787.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,719,787.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				3,913,674.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			3,187,717.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,719,787.				
<b>a</b> Applied to 2012, but not more than line 2a			3,187,717.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				532,070.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				3,381,604.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

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)

- 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

(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

DANIEL J. FESSENDEN, EXECUTIVE DIRECTOR, (315)253-9621  
5654 SOUTH STREET ROAD, AUBURN, NY 13021

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

**c Any submission deadlines**

SEE STATEMENT 15

Attached

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

SEE STATEMENT 15

Attached

**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
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT XV	SEE ATTACHED STATEMENT XV	SEE ATTACHED STATEMENT XV	SEE ATTACHED STATEMENT XV	3,208,204.
<b>Total</b>				<b>3,208,204.</b>
<b>b Approved for future payment</b>				
AL SIGL COMMUNITY OF AGENCIES	NONE	EXEMPT	MODERNIZATION OF HALE BLDG AT WINTON CAMPUS	250,000.
CAYUGA COUNTY/EMERSON PARK	NONE	EXEMPT	JULY 3, 2014 FIREWORKS DISPLAY AT EMERSON PARK	6,000.
CAYUGA ECONOMIC DEVELOPMENT AGENCY	NONE	EXEMPT	PLAN FOR MANUFACTURING AND INNOVATION ACCELERATION	30,000.
<b>Total</b>				<b>2,096,000.</b>

See continuation sheet(s)

3b





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

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | 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?                                                                                                                                          |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                            |              |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

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

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

<b>Sign Here</b>	<p>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.</p>		<div style="border: 1px solid black; padding: 5px;"> <p>May the IRS discuss this return with the preparer shown below (see instr)?</p> <p><input checked="" type="checkbox"/> Yes    <input type="checkbox"/> No</p> </div>
	<p></p> <p>Signature of officer or trustee</p>	<p> 8/1/84</p> <p>Date</p>	<p><b>EXECUTIVE DIRECTOR</b></p> <p>Title</p>

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes      ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PAULA D. DECKMAN	<i>Paula D. Deckman</i>	07/30/14		P00087828
	Firm's name ▶ TESTONE, MARSHALL & DISCENZA, LLP			Firm's EIN ▶ 16-1076996	
	Firm's address ▶ THE FOUNDRY 432 NORTH FRANKLIN ST. SYRACUSE, NY 13204			Phone no 315-476-4004	

**Part XV** Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY OF AUBURN	NONE	EXEMPT	AUBURN DOUBLEDAYS	25,000.
HARTWICK COLLEGE	NONE	EXEMPT	EMERSON INTERNATIONAL SCHOLARSHIP ENDOWMENT	250,000.
MUSICAL THEATRE FESTIVAL	NONE	EXEMPT	CONTINUED DEVELOPMENT AND START-UP OF A MUSICAL THEATRE FESTIVAL	750,000.
MUSICAL THEATRE FESTIVAL	NONE	EXEMPT	TOWARD CONSTRUCTION OF SCHWARTZ FAMILY PERFORMING ARTS CENTER	500,000.
SALVATION ARMY	NONE	EXEMPT	TOWARD NEW BATHROOM FACILITIES	35,000.
UNIVERSITY OF ROCHESTER	NONE	EXEMPT	SEWARD FAMILY ARCHIVE PROJECT	240,000.
WESTMINSTER MANOR	NONE	EXEMPT	BATHROOM REMODELING PROJECT	10,000.
Total from continuation sheets				1,810,000.

---



---

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

---

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CORPORATE AND OTHER INTEREST	418,287.	418,287.	
Total to Part I, line 3	418,287.	418,287.	

---



---



---



---

Form 990-PF Dividends and Interest from Securities Statement 2

---

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
2013 DIVIDENDS	1,118,530.	0.	1,118,530.	1,118,530.	
To Part I, line 4	1,118,530.	0.	1,118,530.	1,118,530.	

---



---



Form 990-PF                      Gain or (Loss) from Sale of Assets                      Statement      3

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired 04/13/07	Date Sold 12/31/13
PUBLICALLY TRADED SECURITIES	18,501,977.	15,722,500.	0.	Deprec.	0.	Gain or Loss 2,779,477.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired 04/13/07	Date Sold 12/31/13
DELL COMPUTER	0.	3,506.	0.	Deprec.	2,368.	Gain or Loss -1,138.

Net Gain or Loss from Sale of Assets	2,778,339.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	2,778,339.

Form 990-PF                      Legal Fees                      Statement      4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	131,144.	26,229.		104,915.
To Fm 990-PF, Pg 1, ln 16a	131,144.	26,229.		104,915.

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING FEES	24,300.	18,225.		6,075.	
To Form 990-PF, Pg 1, ln 16b	24,300.	18,225.		6,075.	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT AND CUSTODIAL FEES	362,921.	362,921.		0.	
PROFESSIONAL FEES	10,067.	2,013.		8,053.	
To Form 990-PF, Pg 1, ln 16c	372,988.	364,934.		8,053.	

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN TAX	29,916.	29,916.		0.	
PAYROLL & REAL ESTATE TAXES	13,494.	4,723.		8,771.	
To Form 990-PF, Pg 1, ln 18	43,410.	34,639.		8,771.	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
NEW YORK STATE FILING FEE	2,018.	2,018.		0.	
MISCELLANEOUS	447.	0.		447.	
REPAIRS AND MAINTENANCE	23,057.	6,917.		16,140.	
OFFICE SUPPLIES	7,809.	2,343.		5,466.	
CLEANING SERVICE EXPENSE	6,645.	1,994.		4,651.	
TELEPHONE	5,626.	3,938.		1,688.	
INSURANCE	55,752.	16,726.		39,026.	
DUES & SUBSCRIPTIONS	2,286.	1,143.		1,143.	
UTILITIES	2,964.	889.		2,075.	
ARTWORK CARE & MAINTENANCE	29,730.	0.		29,730.	
To Form 990-PF, Pg 1, ln 23	136,334.	35,968.		100,366.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	9
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
INVESTMENTS US GOVT OBLIGATIONS - SEE STATEMENT #9 <i>Attached</i>	X		2,427,597.	2,407,975.	
Total U.S. Government Obligations			2,427,597.	2,407,975.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			2,427,597.	2,407,975.	

Form 990-PF	Corporate Stock		Statement	10
Description	Book Value		Fair Market Value	
INVESTMENTS - STOCKS - SEE STATEMENT #10 <i>Attached</i>	26,742,255.		38,744,970.	
Total to Form 990-PF, Part II, line 10b	26,742,255.		38,744,970.	

Form 990-PF	Corporate Bonds	Statement	11
Description	Book Value	Fair Market Value	
INVESTMENTS - BONDS - SEE STATEMENT #11 <i>Attached</i>	14,647,009.	15,652,110.	
Total to Form 990-PF, Part II, line 10c	14,647,009.	15,652,110.	

Form 990-PF	Other Investments	Statement	12
Description	Valuation Method	Book Value	Fair Market Value
INVESTMENT - OTHER - SEE STATEMENT #12 <i>Attached</i>	COST	20,865,284.	25,209,176.
Total to Form 990-PF, Part II, line 13		20,865,284.	25,209,176.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	13
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Bulding - 5654 South St Rd	95,000.	48,718.	46,282.
Renovations to 5654 South St Rd	102,482.	52,556.	49,926.
Renovations to 5654 South St Rd	11,796.	5,745.	6,051.
Paving of parking lots and driveways at South St location	10,510.	10,510.	0.
New sofit lighting and renovations	1,750.	655.	1,095.
Electric Heating Units	1,232.	1,232.	0.
Heavy Duty Door Lock	649.	649.	0.
New siding on building	5,912.	948.	4,964.
Filing Cabinets	3,042.	3,042.	0.
Computer Software (Micro Info Systems)	3,500.	3,500.	0.
Paper Shredder	1,151.	1,151.	0.
Essential Gifts for Windows Software & Additional Users added	8,961.	6,123.	2,838.
Conference Table and Chairs	4,300.	4,300.	0.
Conference Table and Chairs	2,000.	2,000.	0.
Conference Tables and Chairs	2,495.	2,495.	0.

Conference Tables and Chairs	1,200.	1,200.	0.
Desk	1,000.	1,000.	0.
Desk	995.	995.	0.
Bookcases	21,000.	21,000.	0.
Sinage	552.	552.	0.
Coffee Table	425.	425.	0.
2 File Cabinets	491.	491.	0.
Conf Table and Chairs	1,740.	1,740.	0.
Refinish Conference Table	3,200.	3,200.	0.
Desk	2,985.	2,985.	0.
Credenza	2,037.	2,037.	0.
Office Chair	1,040.	1,040.	0.
Computer Tables	2,106.	2,106.	0.
Refrigerator	480.	480.	0.
Land	10,000.	0.	10,000.
Carpet	14,024.	7,245.	6,779.
Telephone	6,714.	5,275.	1,439.
New Heat System	36,887.	4,807.	32,080.
Tables & Cabinets	6,000.	4,500.	1,500.
Plasma Television	4,523.	4,522.	1.
Countertop	5,790.	4,342.	1,448.
Window Blinds	3,000.	2,179.	821.
Dell Studio Hybrid	1,188.	1,154.	34.
Dell Latitude E5510	1,910.	1,910.	0.
Wide screen computer monitors (2)	360.	360.	0.
Dell OptiPlex 780	1,355.	1,355.	0.
Dell Computer	3,506.	2,368.	1,138.
Konica Copier Bizhub C284	5,134.	2,139.	2,995.
POWEREDGE T320	6,075.	1,856.	4,219.
COMPUTER	2,108.	644.	1,464.
COLE REPRODUCTION	62,928.	0.	62,928.
Total To Fm 990-PF, Part II, ln 14	465,533.	227,531.	238,002.

Form 990-PF      Part VIII - List of Officers, Directors      Statement 14  
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
ANTHONY D. FRANCESCHELLI 5654 SOUTH STREET ROAD AUBURN, NY 13021	PRESIDENT 6.00	20,250.	0.	0.
KRISTEN E. RUBACKA 5654 SOUTH STREET ROAD AUBURN, NY 13021	VICE PRESIDENT 4.00	16,000.	0.	0.
W. GARY EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	TREASURER 4.00	18,500.	0.	0.
DANIEL J. FESSENDEN 5654 SOUTH STREET ROAD AUBURN, NY 13021	EXECUTIVE DIRECTOR/SECRETARY 40.00	190,801.	17,500.	2,183.
PETER J. EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 4.00	15,750.	0.	0.
LORI E. ROBINSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 4.00	16,000.	0.	601.
HEATHER A. EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	14,750.	0.	360.
CHRISTOPHER S. EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	14,750.	0.	0.
SALLY E. WAGNER 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	14,750.	0.	0.
ANN M. DUGAN 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	14,500.	0.	1,132.
DANIEL M. MEYERS 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 4.00	19,250.	0.	327.

Totals included on 990-PF, Page 6, Part VIII

355,301.	17,500.	4,603.
----------	---------	--------

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #: 9

Part II, Balance Sheet

Investments - US Government Obligations; Line 10a:

Description	Cost	Market Value	Quantity
ALABAMA POWER CO 3.550% 12/01/2023 DTD 12/06/2013	6,980.19	6,953.52	7,000
FANNIE MAE 6% DEC 01 2025 DTD 11/01/2005 POOL NO 256031	69,772.83	69,270.64	62,227.71
FEDERAL HOME LOAN MORTGAGE CORP GOLD PARTIC CTF 4.50% JUN 1 2021 DTD 9/1/2006 POOL NO G12379	54,828.46	55,548.26	51,923.97
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 889735 5.50% DUE 07/01/2023	64,758.79	64,098.50	59,258.83
FHLMC 0.875% 03/07/2018 DTD 01/17/2013	57,775.20	58,438.80	60,000
FHLMC GOLD PARTIC CTF 4% OCT 01 2021 DTD 11/01/2006 POOL NO G12456	52,088.57	53,515.62	50,122.81
FHLMC GOLD PARTIC CTF 4.5% APR 01 2020 DTD 04/01/2005 POOL NO B18276	58,032.99	58,767.47	54,950.61
FHLMC GOLD PARTIC CTF 5% NOV 01 2022 DTD 11/01/2007 POOL NO G12896	59,538.30	59,614.33	55,904.51
FHLMC GOLD PARTIC CTF 5.5% FEB 01 2020 DTD 06/01/2005 POOL NO G11728	50,432.83	50,626.51	47,620.25
FHLMC GOLD PARTIC CTF 5.5% SEP 01 2019 DTD 09/01/2004 POOL NO G11605	56,573.97	55,289.26	52,007.09
FHLMC GOLD PARTIC CTF 5.5% SEP 01 2024 DTD 01/01/2010 POOL NO G13757	73,552.82	71,850.39	67,557.13
FNMA 5.375% 07/15/2016 DTD 06/15/2006	135,383.20	128,662	115,000
FNMA 6% NOV 01 2021 DTD 11/01/2006 POOL NO 888017	65,570.49	65,409.46	60,087.51
FNMA POOL 253110 7.500% 01/01/2020 DTD 01/01/2000	69,342.27	70,771.89	62,895.49
FNMA POOL 738287 6.000% 02/01/2019 DTD 02/01/2004	70,102.81	69,200.74	64,020.82
FNMA POOL 889327 5.500% 02/01/2023 DTD 03/01/2008	80,559.53	80,111.28	74,334.04
FPL GROUP CAPITAL INC 7 7/8% DEC 15 2015 DTD 12/12/2008	28,931.90	28,298.50	25,000
FREDDIE MAC GOLD PARTIC CTF 5% OCT 01 2020 DTD 09/01/2005 POOL NO G11769	21,141.00	21,330.56	20,015.16
FREDDIE MAC GOLD PARTIC CTF SEP 01 2023 DTD 09/01/2003 POOL NO C90706	30,412.47	30,565.95	28,381.43
U S A TREAS NOTES 0.75% FEB 28 2018 DTD 2/28/2013	169,066.41	170,352	175,000
USA TREAS NOTES 1.000% 10/31/2016 DTD 10/31/2011	131,813.63	131,982.50	131,000
USA TREAS NOTES 1.375% 11/30/2015 DTD 11/30/2010	268,297.65	265,028.40	260,000
USA TREAS NOTES 2.125% 05/31/2015 DTD 06/01/2010	44,852.34	46,197	45,000
USA TREAS NOTES 2.250% 03/31/2016 DTD 03/31/2011	150,228.52	155,965.50	150,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #: 9

Part II, Balance Sheet

Investments - US Government Obligations; Line 10a:

Description	Cost	Market Value	Quantity
USA TREAS NOTES 2.375% 07/31/2017 DTD 07/31/2010	296,126.95	287,267.75	275,000
USA TREAS NOTES 2.625% 12/31/2014 DTD 12/31/2009	77,683.85	76,822.50	75,000
USA TREAS NOTES 3.125% 10/31/2016 DTD 11/02/2009	183,749.41	176,035.20	165,000
TOTAL	2,427,597.38	2,407,974.53	



Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #: 10

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Market Value	Quantity
3M CO	128,358.06	189,337.50	1,350
3M CO	28,179.67	68,021.25	485
ACCENTURE PLC-CL A	137,481.75	170,606.50	2,075
ALEXANDER & BALDWIN INC	57,112.02	74,905.35	1,795
ALLEGHENY TECHNOLOGIES INC	67,642.61	83,374.20	2,340
ALLIED WORLD ASSURANCE COMPANY HOLDINGS AG	50,769.07	65,429.80	580
ALTRIA GROUP INC	32,602.31	81,194.85	2,115
AMERCO	11,565.23	58,270.80	245
AMERICAN CAPITAL LTD COM	46,852.52	52,394	3,350
AMERICAN EXPRESS CO	93,269.86	142,899.75	1,575
AMERISOURCEBERGEN CORP	69,511.64	121,284.75	1,725
ASTRAZENECA PLC SPONS ADR	54,164.42	77,181	1,300
AT&T INC	54,243.00	75,242.40	2,140
BANK OF NEW YORK MELLON CORP	118,370.77	168,585.50	4,825
BCE INC	74,604.42	72,943.65	1,685
BERKSHIRE HATHAWAY INC DEL CL B	118,906.39	160,056	1,350
BOEING CO	16,653.00	50,501.30	370
CASEYS GENERAL STORES INC	12,221.74	32,315	460
CHEVRON CORP	37,251.19	81,191.50	650
CINTAS CORP	76,587.96	108,751.75	1,825
CISCO SYSTEMS INC	69,423.71	78,505	3,500
CIT GROUP INC	77,584.40	100,089.60	1,920
CNO FINANCIAL GROUP INC	38,310.33	53,246.90	3,010
COMERICA INC	81,648.00	131,923.50	2,775
COMERICA INC	50,647.04	82,244.20	1,730
CONOCOPHILLIPS	43,183.87	79,481.25	1,125
COVIDIEN PLC	116,222.48	148,117.50	2,175
CST BRANDS, INC.	46,429.18	52,876.80	1,440
DANONE SPONS ADR	118,126.19	121,968	8,400
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56	400,000.00	479,348	400,000
DEVON ENERGY CORP	139,654.39	145,394.50	2,350
DIAGEO P L C SPONS ADR NEW	28,149.60	64,885.80	490
DIAMOND OFFSHORE DRILLING INC	85,635.60	68,304	1,200
DISCOVER FINANCIAL SERVICES	14,410.45	52,033.50	930
DODGE & COX INTL STOCK FUND	2,317,576.92	3,011,879.12	69,978.60

## Fred L. Emerson Foundation, Inc.

Federal ID#: 15-6017650

December 31, 2013

Attachment to Form 990-PF

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Statement #:

10

Description	Cost	Market Value	Quantity
DOMINION RESOURCES INC VA	32,659.59	50,134.75	775
E I DU PONT DE NEMOURS & CO	34,301.99	66,269.40	1,020
ELI LILLY & CO	54,537.60	74,970	1,470
ENCORE WIRE CORP	26,084.61	69,376	1,280
EXPEDITORS INTERNATIONAL WASHINGTON INC	86,819.97	108,412.50	2,450
FOOT LOCKER INC	12,399.05	49,728	1,200
GENERAL ELECTRIC CO	44,664.31	71,756.80	2,560
GENUINE PARTS CO	28,017.99	63,640.35	765
GLAXOSMITHKLINE PLC SPONS ADR	56,525.38	66,737.50	1,250
GULFPORT ENERGY CORPORATION	82,896.79	116,790.50	1,850
HCP, INC	62,532.84	73,366.40	2,020
HEALTH CARE REIT INC	42,486.75	71,783.80	1,340
HSBC HOLDINGS PLC SPONS ADR	51,671.64	62,848.20	1,140
HYATT HOTELS CORP - CL A	55,036.70	69,738.60	1,410
ILLINOIS TOOL WORKS INC	124,448.16	172,364	2,050
INTEL CORP	60,890.40	79,422.30	3,060
INTREPID POTASH INC	57,188.30	50,846.40	3,210
INVESTORS BANCORP INC	27,599.00	49,369.40	1,930
ISHARES RUSSELL 2000 INDEX FUND	289,468.32	607,831.84	5,269
ISHARES RUSSELL MIDCAP INDEX FUND	2,511,076.41	4,694,523.98	31,301
JOHNSON & JOHNSON	50,155.74	78,767.40	860
JP MORGAN CHASE & CO	39,957.40	51,170	875
JPM CHINA REGION FD - SEL FUND 3810	525,000.00	610,679.08	28,751.37
JPM GROWTH ADVANTAGE FD - SEL FUND 1567	1,950,000.00	4,142,388.22	299,089.40
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002	2,682,453.44	4,911,352.74	177,049.49
KEYCORP	27,835.10	43,749.20	3,260
KIMBERLY-CLARK CORP	32,029.90	61,631.40	590
KRAFT FOODS GROUP INC COM	27,007.12	47,602.53	883
LEUCADIA NATIONAL CORP	23,897.60	34,008	1,200
LSB INDUSTRIAL INC	49,121.42	59,027.78	1,439
M D C HOLDINGS INC	41,778.87	46,748	1,450
MATTHEWS PACIFIC TIGER FD-IS	1,740,267.35	2,645,444.30	105,944.91
MERCK AND CO INC	58,107.70	87,587.50	1,750
METLIFE INC	45,914.28	64,704	1,200
MICROSOFT CORP	60,459.56	92,589.75	2,475
MICROSOFT CORP	41,236.66	72,949.50	1,950
NESTLE S A SPONS ADR REPSTG REG SH	111,343.74	121,423.50	1,650

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #:

10

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Market Value	Quantity
NEWS CORP INC	77,267.34	86,856.40	4,820
NEXTERA ENERGY INC	43,834.03	75,345.60	880
OAKMARK INTERNATIONAL FD-I	2,665,000.00	2,643,554.74	100,439.01
OSHKOSH CORP	79,173.90	101,263.80	2,010
OWENS CORNING INC	70,823.27	79,811.20	1,960
PACCAR INC	67,338.76	94,672	1,600
PHILIP MORRIS INTERNATIONAL	34,818.11	75,367.45	865
PIONEER NATURAL RESOURCES CO	39,161.57	73,628	400
PLAINS ALL AMERICAN PIPELINE L P UNIT OF LIMITED PARTNERSHIP INT	15,839.17	38,827.50	750
PLUM CREEK TIMBER COMPANY INC	34,878.53	55,021.33	1,183
POTASH CORP SASKATCHEWAN INC	226,315.40	198,584	6,025
RANGE RESOURCES CORP	15,149.64	25,293	300
RAYMOND JAMES FINANCIAL INC	24,831.60	57,930.90	1,110
RAYTHEON CO	45,035.53	78,002	860
ROYAL DUTCH SHELL PLC ADR	75,344.19	81,118.80	1,080
RYMAN HOSPITALITY PROPERTIES INC	44,464.96	53,478.40	1,280
SCHLUMBERGER LTD	116,507.80	144,176	1,600
SCHNITZER STEEL INDUSTRIES INC	45,013.44	43,777.80	1,340
SEACOR HOLDINGS, INC.	49,996.90	57,273.60	628
SINCLAIR BROADCAST GROUP INC CL A	53,065.07	70,745.40	1,980
SPDR S&P 500 ETF TRUST	4,568,793.55	5,609,958.75	30,375
SUSSER HOLDINGS CORP	66,141.43	95,615.40	1,460
TE CONNECTIVITY LTD	61,990.31	103,331.25	1,875
TECH DATA CORP	20,625.08	27,864	540
THE TRAVELERS COMPANIES INC.	30,465.97	69,263.10	765
TIME WARNER INC NEW	55,940.75	87,150	1,250
TRIBUNE CO/NEW	71,891.93	102,942	1,330
UNILEVER N V	43,386.78	70,000.20	1,740
UNILEVER PLC SPONS ADR	65,583.33	66,950	1,625
UNITEDHEALTH GROUP INC	80,577.12	84,712.50	1,125
UNIVERSAL AMERICAN CORP	17,523.43	11,986.60	1,642
VAIL RESORTS INC	15,659.63	35,358.10	470
VIRTUS EMERGING MKTS OPPOR-I	1,350,000.00	1,353,060.80	141,681.76
VISTEON CORP	42,661.62	87,622.30	1,070
VODAFONE GROUP PLC SPONS ADR	40,294.51	78,620	2,000
WALMART STORES INC	118,976.52	123,936.75	1,575

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #: 10

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Market Value	Quantity
WHITE MOUNTAINS INSURANCE GROUP LTD	47,641.35	81,415.80	135
WILLIS GROUP HOLDINGS PLC	59,021.24	73,936.50	1,650
<b>TOTAL</b>	<b>26,742,255.23</b>	<b>38,744,970.11</b>	

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments - Bonds; Line 10c:

Statement #: 11

Description	Cost	Market Value	Quantity
ABB FINANCE USA INC 2.875% MAY 08 2022 DTD 05/08/2012	36,227.45	33,012.35	35,000
ABBEY NATL TREASURY SERV 3.050% 08/23/2018 DTD 08/23/2013	45,865.08	46,398.15	45,000
ABBEY NATL TREASURY SERV 4% APR 27 2016 DTD 04/27/2011	5,318.71	5,305.75	5,000
ACE INA HOLDINGS 5.8% MAR 15 2018 DTD 02/14/2008	24,840.00	30,780.54	27,000
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009	27,500.94	26,851.58	23,000
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009	20,560.28	19,117.80	15,000
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009	56,385.70	56,078.88	44,000
AMERICA MOVIL SAB DE CV 5 5/8% NOV 15 2017 DTD 10/30/2007	51,237.45	50,890.50	45,000
AMERICAN EXPRESS CREDIT MTN 2 3/8% MAR 24 2017 DTD 03/26/2012	13,962.06	14,380.66	14,000
AMERICAN EXPRESS CREDIT MTN 2 3/8% MAR 24 2017 DTD 03/26/2012	70,779.52	69,848.92	68,000
AMERICREDIT AUTOMOBILE RECEIVABLES TRUST SER 2011-3 CL A3 1.17% JAN 08 2016 DTD 06/15/2011	13,179.30	13,248.69	13,239.29
AMERPRISE FINANCIAL INC 5.65% 11/15/2015 DTD 11/23/2005	22,932.20	21,793.60	20,000
AMGEN INC SR NOTES 5.7% FEB 01 2019 DTD 01/16/2009	44,040.33	46,138.80	40,000
ANHEUSER BUSCH INBEV WOR 6 7/8% NOV 15 2019 DTD 11/15/2010	24,652.50	23,220.85	19,000
ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011	60,899.40	57,446.18	46,000
ANHEUSER-BUSCH INBEV WOR 4 1/8% JAN 15 2015 DTD 10/16/2009	15,493.65	15,577.05	15,000
AT&T INC 0 7/8% FEB 13 2015 DTD 02/13/2012	39,896.00	40,288.40	40,000
AT&T INC 2.375% 11/27/2018 DTD 11/27/2013	34,000.00	34,038.76	34,000
AT&T INC 5.6% MAY 15 2018 DTD 05/13/2008	17,982.30	17,088.90	15,000
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009	16,921.58	16,610.62	13,000
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009	195,653.25	204,487.80	165,000
BANK OF NEW YORK MELLON MTN 2 1/2% JAN 15 2016 DTD 12/09/2010	35,522.55	36,166.20	35,000
BANK OF NEW YORK MELLON MTN 2.100% 01/15/2019 DTD 11/18/2013	2,996.25	2,977.23	3,000
BANK OF NOVA SCOTIA 1.375% 12/18/2017 DTD 12/18/2012	39,611.24	39,291.60	40,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments - Bonds; Line 10c:

Statement #: 11

Description	Cost	Market Value	Quantity
BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011	9,943.00	10,468.40	10,000
BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011	65,026.95	68,044.60	65,000
BERKSHIRE HATHAWAY FIN 5.4% MAY 15 2018 DTD 11/15/2008	69,111.25	74,683.05	65,000
BHP BILLITON FIN USA LTD 6 1/2% APR 01 2019 DTD 03/25/2009	4,790.94	4,785	4,000
BHP BILLITON FIN USA LTD 6 1/2% APR 01 2019 DTD 03/25/2009	54,360.16	53,831.25	45,000
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009	41,956.91	45,184.80	40,000
BLACKROCK INC 6 1/4% SEP 15 2017 DTD 09/17/2007	12,115.20	11,612.50	10,000
BNP PARIBAS MTN 2.400% 12/12/2018 DTD 12/12/2013	19,953.20	20,009.20	20,000
BNP PARIBAS MTN 2.700% 08/20/2018 DTD 08/20/2013	6,986.98	7,094.64	7,000
BNP PARIBAS MTN 2.700% 08/20/2018 DTD 08/20/2013	1,996.28	2,027.04	2,000
BP CAPITAL MARKETS PLC 1.375% 11/06/2017 DTD 11/06/2012	9,963.90	9,920	10,000
BP CAPITAL MARKETS PLC 3.2% MAR 11 2016 DTD 03/11/2011	9,975.50	10,494.70	10,000
BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011	60,000.00	64,980	60,000
CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7.15% FEB 15 2019 DTD 02/12/2009	64,163.65	67,615.35	55,000
CATERPILLAR FINL SVCS CRP MEDIUM TERM NOTE 5.45% APR 15 2018 DTD 03/27/2008	5,928.65	5,670.60	5,000
CELLCO PART/VERI WIRELSS 8 1/2% NOV 15 2018 DTD 05/15/2009	53,735.20	50,445.20	40,000
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006	43,606.03	44,006.80	40,000
CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007	28,640.50	28,801.50	25,000
CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007	35,556.30	34,561.80	30,000
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005	109,784.40	129,837.60	120,000
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009	47,839.75	45,291.15	45,000
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009	64,659.02	69,288.60	60,000
COSTCO WHOLESALE CORP SR NOTES 5 1/2% MAR 15 2017 DTD 2/20/2007	29,619.00	28,086.75	25,000
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	10,500.20	10,454	10,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments - Bonds; Line 10c:

Statement #: 11

Description	Cost	Market Value	Quantity
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	120,752.30	120,221	115,000
DANAHER CORP 3.9% JUN 23 2021 DTD 06/23/2011	22,556.60	20,648.40	20,000
DEUTSCHE BANK AG LONDON 6% SEP 01 2017 DTD 08/29/2007	5,726.28	5,705.95	5,000
DEUTSCHE BANK AG LONDON 6% SEP 01 2017 DTD 08/29/2007	51,862.68	51,353.55	45,000
DIAGEO CAPITAL PLC 5 1/2% SEP 30 2016 DTD 09/28/2006	11,484.70	11,211.70	10,000
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007	42,603.93	45,718	40,000
DOMINION RESOURCES INC 2 1/4% SEP 01 2015 DTD 09/02/2010	14,978.10	15,377.55	15,000
DREYFUS EMG MKT DEBT LOC C-I	986,607.14	988,401.85	71,261.85
DUKE ENERGY CAROLINAS 3.9% JUN 15 2021 DTD 05/19/2011	21,415.00	20,633.80	20,000
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008	44,123.65	46,516.40	40,000
EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009	44,215.05	47,667.60	40,000
EATON VANCE FLOATING RATE-I	2,148,343.48	2,189,392.15	238,236.36
EBAY INC 3 1/4% OCT 15 2020 DTD 10/28/2010	42,348.60	45,716.85	45,000
EMC CORP 2.650% 06/01/2020 DTD 06/06/2013	49,351.00	48,927	50,000
ENTERGY ARKANSAS INC 3.050% 06/01/2023 DTD 05/30/2013	22,054.60	20,653.38	22,000
EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007	12,054.90	11,420.40	10,000
EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007	45,158.00	45,681.60	40,000
EUROPEAN INVESTMENT BANK NOTES 3% APR 08 2014 DTD 04/08/2009	45,299.25	45,317.70	45,000
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007	245,330.45	266,736.75	235,000
GENERAL ELEC CAP CORP NOTES 5.9% MAY 13 2014 DTD 05/13/2009	4,994.44	5,103.30	5,000
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES 5% JAN 8 2016 DTD 1/9/2006	27,491.50	27,039	25,000
GOLDMAN SACHS GP GS 3 5/8% FEB 07 2016 DTD 02/07/2011	9,980.50	10,497.70	10,000
GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2019 DTD 02/05/2009	18,471.90	18,271.35	15,000
GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2019 DTD 02/05/2009	172,186.88	176,623.05	145,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #:

11

Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Market Value	Quantity
HALLIBURTON COMPANY NOTES 6.15% SEP 15 2019 DTD 3/13/2009	49,952.31	47,509.20	40,000
HARBOR HIGH YIELD BOND-INST	1,850,000.00	1,860,828.60	172,139.56
HEWLETT PACKARD CO 3 3/4% DEC 01 2020 DTD 12/02/2010	14,025.90	14,016.66	14,000
HONDA AUTO RECEIVABLES OWNER TRUST 2013-1 CL A3 0.480% 11/21/2016 DTD 01/23/2013	69,934.38	69,921.60	70,000
HONEYWELL INTL INC SR NT DTD 03/15/2007 5.30% DUE 03/15/2017	40,755.50	38,940.30	35,000
HSBC FINANCE CORP 5.000% 06/30/2015 DTD 6/27/2005	16,349.10	15,902.70	15,000
HSBC FINANCE CORP 5.000% 06/30/2015 DTD 6/27/2005	42,675.60	42,407.20	40,000
HSBC HOLDINGS PLC 4.875% JAN 14 2022 DTD 11/17/2011	95,864.30	91,766	85,000
INTEL CORP 3.3% OCT 01 2021 DTD 09/19/2011	50,484.11	46,775.34	47,000
INTERCONTINENTALEXCHANGE 2.500% 10/15/2018 DTD 10/08/2013	1,998.22	2,014.40	2,000
J.P. MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD. INCOME DISTRIBUTION LEAD SERIES 01-13	750,000.00	974,403.59	934.262
JOHN DEERE CAPITAL CORP MTN 2 3/4% MAR 15 2022 DTD 02/27/2012	22,959.75	21,730.63	23,000
JP MORGAN LEVERAGED LOANS, LTD LEAD SERIES 01-13	1,000,000.00	1,415,850.14	1,369.56
JPM CMS FLOATER NOTE 05/24/14 3.52% CPN DD 05/08/09	100,000.00	100,380	100,000
JPM HIGH YIELD FD - SEL FUND 3580 4.95%	1,882,765.00	2,100,442.38	263,213.33
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 1.72%	603,614.04	659,042.32	55,428.29
KIMBERLY CLARK CORP 6 1/4% JUL 15 2018 DTD 7/28/98	40,167.61	41,094.20	35,000
LOCKHEED MARTIN CORP SR NOTES 4 1/4% NOV 15 2019 DTD 11/18/2009	5,604.25	5,392.90	5,000
LOWE'S COMPANIES INC 3.8% NOV 15 2021 DTD 11/23/2011	20,199.00	20,559.80	20,000
MERRILL LYNCH & CO MEDIUM TERM NOTES 6 7/8% APR 25 2018 DTD 04/25/2008	27,171.25	29,608.25	25,000
MICROSOFT CORP 2.375% 05/01/2023 DTD 05/02/2013	4,983.20	4,510.45	5,000
MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012	21,493.60	21,868	20,000
MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012	183,371.96	185,878	170,000
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005	10,840.30	10,438.30	10,000
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005	51,566.94	52,191.50	50,000
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	21,797.25	20,234.25	15,000
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	56,656.20	53,958	40,000



Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #:

11

Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Market Value	Quantity
NBCUNIVERSAL MEDIA LLC 4 3/8% APR 01 2021 DTD 04/01/2011	56,223.90	52,976	50,000
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	49,165.04	54,403.20	48,000
NUCOR CORP 5.85% JUN 01 2018 DTD 06/02/2008	27,214.00	28,270.50	25,000
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	5,734.20	5,667	5,000
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	17,660.55	17,001	15,000
NYSE EURONEXT 2% OCT 05 2017 DTD 10/05/2012	50,802.20	49,909	50,000
OCCIDENTAL PETROLEUM COR 4.1% FEB 01 2021 DTD 12/16/2010	25,879.30	26,245.50	25,000
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008	42,879.54	46,263.20	40,000
PACIFIC GAS & ELECTRIC 3.850% 11/15/2023 DTD 11/12/2013	11,978.28	11,921.64	12,000
PEPSICO INC 7.9% NOV 01 2018 DTD 10/24/2008	10,754.48	10,038.96	8,000
PHILIPS ELECTRONICS NV 3 3/4% MAR 15 2022 DTD 03/09/2012	42,391.97	39,774.80	40,000
PNC FUNDING CORP 5.4% JUN 10 2014 DTD 06/09/2009	8,946.72	9,202.50	9,000
POTASH CORP-SASKATCHEWAN 4.875% MAR 30 2020 DTD 09/28/2009	21,425.06	21,495.80	20,000
PRINCIPAL FINANCIAL GROU 3.125% 05/15/2023 DTD 11/16/2012	20,970.18	19,449.99	21,000
PRINCIPAL FINL GROUP INC GTD SR NT 8 7/8% MAY 15 2019 DTD 05/21/2009	13,607.18	12,811.50	10,000
PRINCIPAL FINL GROUP INC GTD SR NT 8 7/8% MAY 15 2019 DTD 05/21/2009	27,314.00	25,623	20,000
PUBLIC SERVICE COLORADO 3.2% NOV 15 2020 DTD 11/16/2010	4,979.65	4,999.90	5,000
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010	14,963.25	15,393.30	15,000
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010	43,404.30	46,179.90	45,000
RABOBANK NEDERLAND NOTES 4 1/2% JAN 11 2021 DTD 01/11/2011	48,346.20	47,552.85	45,000
RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009	16,369.62	15,504.48	12,000
RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009	54,925.04	51,681.60	40,000
ROYAL BANK OF CANADA 1.2% SEP 19 2017 DTD 09/19/2012	17,998.20	17,903.16	18,000
ROYAL BANK OF CANADA 1.2% SEP 19 2017 DTD 09/19/2012	3,999.60	3,978.48	4,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Part II, Balance Sheet

Investments - Bonds; Line 10c:

Statement #:

11

Description	Cost	Market Value	Quantity
SIMON PROPERTY GROUP LP SR NOTES 10.35% APR 01 2019 DTD 03/25/2009	7,003.70	6,819.95	5,000
SIMON PROPERTY GROUP LP SR NOTES 10.35% APR 01 2019 DTD 03/25/2009	62,784.38	61,379.55	45,000
ST PAUL TRAVELERS COS INC SR NT DTD 06/20/2006 6.25% DUE 06/20/2016	11,699.60	11,234.30	10,000
STATE STREET CORP 3.100% 05/15/2023 DTD 05/15/2013	7,987.04	7,423.68	8,000
STATOIL ASA 2.900% 11/08/2020 DTD 11/08/2013	4,998.75	4,959.90	5,000
TD AMERITRADE HOLDING CO 5.6% DEC 01 2019 DTD 11/25/2009	29,769.75	28,764	25,000
TEVA PHARMACEUT FIN BV 2.4% 11/10/2016 DTD 11/10/2011	5,006.30	5,146.80	5,000
TEVA PHARMACEUT FIN BV 2.4% 11/10/2016 DTD 11/10/2011	25,031.50	25,734	25,000
TOTAL CAPITAL SA 2.3% MAR 15 2016 DTD 09/15/2010	59,310.92	61,872	60,000
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3.2% JUN 17 2015 DTD 06/17/2010	40,706.56	41,729.20	40,000
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009	19,237.80	18,156	15,000
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009	45,477.58	48,416	40,000
TRAVELERS COS INC SR NOTES 5.8% MAY 15 2018 DTD 05/13/2008	21,827.12	25,345.10	22,000
TRAVELLERS COS INC SR NOTES 5.9% JUN 02 2019 DTD 06/02/2009	20,435.25	20,975.76	18,000
UNITED PARCEL SERVICE 3 1/8% JAN 15 2021 DTD 11/12/2010	10,695.40	10,028.20	10,000
UNITED TECHNOLOGIES CORP 6 1/8% FEB 01 2019 DTD 12/18/2008	50,430.00	47,114	40,000
UNITEDHEALTH GROUP INC 3 3/8% NOV 15 2021 DTD 11/10/2011	45,901.35	44,218.80	45,000
US BANCORP MTN 2.95% JUL 15 2022 DTD 07/23/2012	44,629.65	41,670.90	45,000
US BANCORP SR NOTES MTN 1.65% MAY 15 2017 DTD 05/08/2012	9,981.30	10,054.30	10,000
VERIZON COMMUNICATIONS SR NOTES 8 3/4% NOV 01 2018 DTD 11/04/2008	13,990.20	12,819.90	10,000
VIRGINIA ELEC & POWER CO 2.95% JAN 15 2022 DTD 01/12/2012	24,975.75	24,077.25	25,000
VODAFONE GROUP PLC 5 5/8% FEB 27 2017 DTD 02/27/2007	52,755.75	50,496.30	45,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF

Statement #: 11

Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Market Value	Quantity
WACHOVIA CORPORATION SENIOR NOTES 5 3/4% JUN 15 2017 DTD 06/08/2007	82,459.30	79,786	70,000
WAL MART STORES INC SR NOTES 3 1/4% OCT 25 2020 DTD 10/25/2010	58,432.00	61,028.40	60,000
WALT DISNEY COMPANY THE 2 3/4% AUG 16 2021 DTD 08/22/2011	15,513.15	14,516.40	15,000
WELLS FARGO & COMPANY 3.450% 02/13/2023 DTD 02/13/2013	50,770.50	46,928	50,000
WELLS FARGO & COMPANY 3.676% JUN 15 2016 DTD 09/15/2010 STEP CPN	20,134.82	21,316.60	20,000
WELLS FARGO & COMPANY 3.676% JUN 15 2016 DTD 09/15/2010 STEP CPN	32,632.36	31,974.90	30,000
WELLS FARGO COMPANY 5 5/8% DEC 11 2017 DTD 12/10/2007	11,475.70	11,459.20	10,000
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009	41,448.40	44,154.40	40,000
WILLIAMS PARTNERS LP 3.8% FEB 15 2015 DTD 02/09/2010	20,803.40	20,652.20	20,000
WORLD OMNI AUTO RECEIVABLES TRUST SER 2011-A CL A3 1.11% MAY 15 2015 DTD 03/10/2011	1,040.41	1,036.17	1,035.92
WYETH 5.45% APR 01 2017 DTD 03/27/2007	38,439.14	25,839.90	23,000
<b>TOTAL</b>	<b>14,647,008.70</b>	<b>15,652,110.40</b>	

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments - Other; Line 13:

Statement #: 12

Description	Cost	Market Value	Quantity
AP VIII (APAX) PRIVATE INVESTORS OFFSHORE LP - CLASS A	243,189.90	252,850	1,000,000
AUBURN COMMUNITY HOTEL LP	250,000.00	83,752	1
AVENUE INTERNATIONAL, LTD. - NEW ISSUES INELIGIBLE - LEAD SERIES	500,000.00	733,522.31	53.051
BCP VI PRIVATE INVESTORS OFFSHORE, LP	121,756.03	142,821	500,000
BLACKSTONE GSO PRIVATE INVESTORS, L.P. (OFFSHORE)	384,141.19	423,167	500,000
BLACKSTONE PARTNERS OFFSHORE FUND LTD. CLASS H2 - NEW ISSUES INELIGIBLE - LEAD SERIES	1,000,000.00	1,250,775.95	948.01
BLACKSTONE REAL ESTATE CMBS OFFSHORE FUND LTD. - LEAD SERIES	750,000.00	1,261,000.59	750
BLACKSTONE REAL ESTATE VII PRIVATE INVESTORS, LP (BREP OFFSHORE) CLASS A	534,557.99	570,504	1,000,000
BLUEBAY EMERGING MARKET ENHANCED OPPORTUNITY FUND LTD. VOTING CLASS A \$US	500,000.00	519,400	5,000
BRIDGEWATER PLACE	100,000.00	86,267	1
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A - LEAD SERIES 01-13	500,000.00	690,754.99	7,014.50
BROADSTONE NET LEASE INC	547,417.77	705,055	1
BROADTREE HOMES	250,000.00	254,247	1
CARLYLE ASIA PARTNERS III PRIVATE INVESTORS OFFSHORE, L.P.	361,683.94	372,410	500,000
CAYUGA VENTURE FUND III, LP	196,562.94	139,480	196,562.94
CAYUGA VENTURE FUND IV, LP	157,949.00	149,090	1
CCMP III PRIVATE INVESTORS OFFSHORE, L.P. - CLASS A	4,579.66	4,579.50	500,000
CLAYTON, DUBILIER & RICE (CD&R) FUND 8, LP (OFFSHORE INVESTORS)	373,490.18	537,387	500,000
COATUE OFFSHORE FUND, LTD. CLASS B SUB-CLASS E TRANCHE 5R (NEW ISSUES INELIGIBLE) 01-08	500,000.00	879,462.27	5,459.04
GIF IV PRIVATE INVESTORS OFFSHORE LP CLASS A	400,000.00	390,255.50	500,000
GLOBAL ACCESS MACRO LTD CLASS A LEAD SERIES 2010	500,000.00	537,237.00	502.362
GOLDENTREE OFFSHORE LTD (NEW ISSUES INELIGIBLE) CLASS SP 1-1 SIDE POCKET	46,982.72	38,937.06	32.532
GOLDENTREE OFFSHORE LTD CLASS G-R SERIES 58	382,137.73	719,904.00	241.217
GOLDENTREE OFFSHORE LTD SP 8-1 SIDE POCKET	37,613.18	91,606.37	63.701
GOLDENTREE OFFSHORE LTD SP CLASS SP 2-1 SIDE POCKET	651.12	2,079.49	0.746
GOLDENTREE OFFSHORE LTD. CLASS SP 1-5 SIDE POCKET	5,330.47	9,046.65	7.149

## Fred L. Emerson Foundation, Inc.

Federal ID#: 15-6017650

December 31, 2013

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments - Other; Line 13:

Statement #: 12

Description	Cost	Market Value	Quantity
GOLDENTREE OFFSHORE LTD. CLASS SP 3-1 SIDE POCKET	3,204.86	4,339.11	4.213
GOLDENTREE OFFSHORE LTD. CLASS SP 4-1 SIDE POCKET	10,709.57	6,022.31	14.331
GOLDENTREE OFFSHORE LTD. SP 6-1 SIDE POCKET	9,120.44	9,174.85	13.985
GOLDENTREE OFFSHORE LTD. SP 7-1 SIDE POCKET	2,870.59	3,967.32	4.39
GOLDENTREE OFFSHORE LTD. SP SERIES 1-3 SIDE POCKET	1,378.22	3,022.90	1.555
GRACIE INTERNATIONAL CREDIT OPPORTUNITIES FUND, LTD - 5% HOLDBACK	26,349.80	26,349.80	26,349.80
GSO PRIVATE INVESTORS OFFSHORE II, LP CLASS A	-	0	1,000,000
HALCYON PARTNERS OFFSHORE FUND LTD. NEW ISSUES INELIGIBLE - LEAD SERIES	500,000.00	605,138.03	334.578
HMLP MULTI-STRATEGY PRIVATE INVESTORS LTD CLASS D NEW ISSUES INELIGIBLE (S0108)	1,500,000.00	1,784,527.25	1,130.66
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE II L.P CLASS A	226,179.96	228,046	1,000,000
IMPALA SELECT FUND LTD. NEW ISSUES INELIGIBLE 05-13	500,000.00	536,414.43	449.311
J.C. FLOWERS III PRIVATE INVESTORS OFFSHORE LP	240,397.72	252,639	500,000
J.P. MORGAN DIGITAL GROWTH FUND OFFSHORE LP	1,000,000.00	1,224,506	1,000,000
J.P. MORGAN SECONDARY PRIVATE EQUITY INVESTORS OFFSHORE SPECIAL, L.P	255,327.74	384,827	500,000
JONES LANG LASALLE INCOME PROPERTY FUND	673,520.20	390,117	38,284.26
JPMORGAN ASIAN INFRASTRUCTURE & RELATED RESOURCES OPPORTUNITY FUND US, LLC (US TAX-EXEMPT INVESTORS)	433,075.96	435,804.50	500,000
JPMORGAN INFRASTRUCTURE INVESTMENTS FUND TAX-EXEMPT LP (US TAX EXEMPT INVESTORS) UNIT BALANCE AND ESTIMATED VALUE PRICED QUARTERLY	1,000,000.00	1,008,124.28	1,123,622.57
KKR ASIAN FUND II PRIVATE INVESTORS OFFSHORE, LP - CLASS A	36,038.29	36,038	1,000,000
L CAPITAL ASIA 2 PRIVATE INVESTORS OFFSHORE, L.P. - CLASS A	39,265.30	39,265	500,000
MANIKAY OFFSHORE FUND, LTD. CLASS B SUB-CLASS 1N SHARES - NEW ISSUES INELIGIBLE - LEAD SERIES	750,000.00	892,026.07	750
MAVERICK FUND, LTD. CLASS C MONTHLY - NEW ISSUES INELIGIBLE 03-11	500,000.00	509,923.87	500
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. CLASS G PRIME - NEW ISSUES INELIGIBLE	1,500,000.00	2,165,552.00	13,442.04
QUANTUM PARALLEL PARTNERS V, LP	280,925.93	258,103.50	500,000

Fred L. Emerson Foundation, Inc.  
Federal ID#: 15-6017650  
December 31, 2013

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments - Other; Line 13:

Statement #: 12

Description	Cost	Market Value	Quantity
RIVERSTONE GLOBAL ENERGY AND POWER PRIVATE INVESTORS V, LP (OFFSHORE) CLASS A	751,994.91	795,484.50	1,500,000
SG GOLD LEV CBEN 10/2/14 LNKED TO GOLDLNPM 85%BARRIER- 1.45XLEV-10%CAP 14.5%MAXRTRN 3/22/13; INITIAL STRIKE:1607.75	350,000.00	260,155.00	0
SILVER LAKE PARTNERS IV (SLP IV) PRIVATE INVESTORS, L.P. (OFFSHORE INVESTORS) CLASS A	59,379.39	59,379	1,000,000
STANDARD PACIFIC CAPITAL OFFSHORE FUND, LTD - 5% HOLDBACK	24,784.27	24,784.27	24,784.27
STARWOOD SOF IX PRIVATE INVESTORS OFFSHORE L.P. CLASS A - NON-SELF DEALING FIDUCIARY	203,380.23	225,219.50	500,000
STARWOOD SOF VIII PRIVATE INVESTORS TE LLC (ONSHORE)	339,336.46	557,466.50	500,000
THIRD POINT OFFSHORE FUND, LTD. CLASS F - NEW ISSUES INELIGIBLE - LEAD SERIES	500,000.00	705,485.13	2,309.51
YORK CREDIT OPPORTUNITIES UNIT TRUST CLASS A LEAD SERIES (MAY 31ST LIQUIDITY)	500,000.00	931,682.13	12,658.27
<b>TOTAL</b>	<b>20,865,283.66</b>	<b>25,209,175.93</b>	

## GRANT GUIDELINES

### Background:

Since 1932, the Fred L. Emerson Foundation has provided support to the core community organizations of Auburn, New York and the surrounding central New York area where its founder, Fred L. Emerson, lived and worked.

Mr. Emerson served as president of Dunn & McCarthy, Inc., a manufacturer of fine women's shoes based in Auburn. In 1932, Fred Emerson established a foundation to institutionalize what had become a personal tradition of quietly investing in individuals and his community.

The Foundation's mission is: *To continue the work of Fred L. Emerson, who invested in individuals and the community with such humility that very few people knew how many lives were impacted by his generosity. As a family foundation controlled by his descendants, we continue his work by being especially vigilant investors in selected organizations where we believe we can make a critical and significant difference.*

Today, 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> generation descendants of F.L. Emerson are actively engaged in setting the grantmaking priorities of the Foundation.

### Priorities:

The philanthropic focus of the Foundation has remained true to the interests and values of its founder. Today, the Foundation's grantmaking is focused on Upstate New York with a concentration in the founder's community of Auburn, Cayuga County and the surrounding region.

We offer the following guidance to organization's seeking our support:

- While the Foundation maintains a strong interest in our local community, we also take interest in selected projects from throughout the region that typically have a connection to the founder's community.
- The Foundation provides support to a wide array of qualified organizations. We do not allocate our funding based upon predetermined categories (e.g. education, youth, etc.). Rather, our grantmaking is responsive to those opportunities that present as the most compelling and impactful and, at any given point in time, the most sustainable investment.

- We are particularly interested in innovative projects and initiatives that address an identified need and which have the potential to achieve outcomes that can be replicated.
- We believe strongly in the value of challenge grants as a way to motivate other funders and build stronger relationships.
- We prefer to support projects that involve other funders. From our perspective, multiple funding partners help validate the worthiness of a project and reduce risk.
- We are interested in projects that can be shown to maintain or improve the sustainability of an organization.
- We seek proposals that address the highest priority of an organization and where it can be shown our investment will make a critical and significant difference.
- We do not make grants to individuals or for-profit organizations and we do not sponsor fundraising events or political activities.
- Proposals seeking support solely for recurring operating expenses of an organization are strongly discouraged.
- The Foundation has a long tradition of supporting private higher education in Upstate New York. This continues to be an area of interest to the Foundation. Institutions are encouraged to contact the Foundation prior to submitting a proposal.

#### **To Submit a Proposal for Our Consideration:**

Proposals are accepted and considered on an ongoing basis.

All organizations submitting a proposal must complete the Emerson Foundation Grant Application Form.

Submit proposals to: Daniel J. Fessenden, Executive Director  
Fred L. Emerson Foundation, Inc.  
5654 South Street Road  
Auburn NY 13021

The Foundation does not publish an annual report. A copy of our annual 990-PF can be viewed online at:  
[www.guidestar.org](http://www.guidestar.org)



Attachment to Form 990-PF  
Part XV-Supplementary Information  
Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Gross Amount</u>
<b>AI Sigl Community of Agencies</b>	None	Public	
<i>Endowment designated for Bovinity Fund in support of the Celebrating Abilities Campaign</i>			\$5,000 00
<i>Community Walk About Wilson Foundation Challenge Grant for Honey &amp; Buddy Meyers</i>			\$1,000 00
<i>Director selected operational support</i>			\$2,000 00
<b>Total AI Sigl Community of Agencies</b>			<hr/> \$8,000 00
<b>The Antique Boat Museum</b>	None	Public	
<i>2014 Annual Operating Appeal</i>			\$1,500 00
<b>Auburn Maroons Orchestra Boosters</b>	None	Public	
<i>Unrestricted</i>			\$1,000 00
<b>The Auburn Public Theater, Inc.</b>	None	Public	
<i>Capital Improvement Projects</i>			\$22,000 00
<i>Unrestricted</i>			\$5,000 00
<b>Total The Auburn Public Theater, Inc</b>			<hr/> \$27,000 00

Attachment to Form 990-PF  
Part XV-Supplementary Information  
Grants and Contributions Paid During the Year

<b>Auburn, City of</b>	None	Public	
<i>Auburn Community Baseball - equipment</i>			\$2,500 00
<i>Auburn Doubledays equipment</i>			\$30,000.00
<i>Total Auburn, City of</i>			<u>\$32,500.00</u>
<b>Aurora Free Library</b>	None	Public	
<i>Unrestricted - Library needs</i>			\$1,000.00
<b>Catholic Charities of Onondaga County</b>	None	Public	
<i>Pre-School Bus</i>			\$15,000.00
<b>Cayuga Co Emerson Park</b>	None	Public	
<i>Paver replacement at Emerson Park</i>			\$4,900.00
<i>Emerson Park Pavilion Project</i>			\$385,459 20
<i>Total Cayuga Co Emerson Park</i>			<u>\$390,359 20</u>
<b>Cayuga Economic Development Agency, Inc.</b>	None	Public	
<i>Feasibility Study and possible implementation plan for a manufacturing and innovation</i>			\$30,000 00
<b>Cayuga Museum of History and Art</b>	None	Public	
<i>Movies at the Mack</i>			\$1,000 00
<i>Toward chair purchase for Theater Mack</i>			\$7,500.00
<i>Total Cayuga Museum of History and Art</i>			<u>\$8,500 00</u>

Attachment to Form 990-PF  
Part XV-Supplementary Information  
Grants and Contributions Paid During the Year

<b>Central New York Community Foundation, Inc.</b>	None	Public	
<i>Matthew House Endowment Fund</i>			\$100,000 00
<b>Champions for Life</b>	None	Public	
<i>Sports Center \$1,000</i>			\$2,000 00
<i>Brian Bisgrove Home of Courage. \$1,000</i>			
<i>Everest Park field development</i>			\$90,000.00
<i>Total Champions for Life</i>			<hr/> \$92,000 00
<b>Chapel House, Inc.</b>	None	Public	
<i>Installation of sprinkler system</i>			\$18,000.00
<i>Director selected operational support</i>			\$5,000 00
<i>Total Chapel House, Inc</i>			<hr/> \$23,000 00
<b>Community Preservation Committee, Inc.</b>	None	Public	
<i>Willard Chapel - unrestricted</i>			\$3,500 00
<b>Cornell University</b>	None	Public	
<i>Cornell Annual Fund for School of Hotel Administration</i>			\$2,500 00
<i>Cornell Annual Fund for College of Agriculture &amp; Life Sciences</i>			\$2,500 00
<i>Total Cornell University</i>			<hr/> \$5,000 00

Attachment to Form 990-PF  
 Part XV-Supplementary Information  
 Grants and Contributions Paid During the Year

<b>Council on Foundations</b>	None	Public	
<i>2013 programs and services</i>			\$8,050 00
<b>Family Firm Institute</b>	None	Public	
<i>Support &amp; development of family business</i>			\$5,000 00
<b>Fayetteville-Manlius ABC Program, Inc.</b>	None	Public	
<i>unrestricted</i>			\$10,000 00
<i>Dorm furniture</i>			\$30,000.00
<i>Total Fayetteville-Manlius ABC Program, Inc.</i>			<hr/> \$40,000 00
<b>Finger Lakes SPCA of Central New York</b>	None	Public	
<i>Unrestricted</i>			\$2,500 00
<b>Fleming Federated Church</b>	None	Public	
<i>In memory of Teresa Lanterman Becker - unrestricted</i>			\$1,500.00
<b>Fort Hill Cemetery Association</b>	None	Public	
<i>Unrestricted</i>			\$2,500.00
<b>The Foundation Center</b>	None	Public	
<i>2013 philanthropic programs and services</i>			\$3,750.00
\$3,750 00			

Attachment to Form 990-PF  
 Part XV-Supplementary Information  
 Grants and Contributions Paid During the Year

<b>Friendly Sons &amp; Daughters of St. Patrick of the Finger Lakes Region</b>	None	Public	
<i>For benefit of Ed Hooks family</i>			\$1,000 00
<b>Friends of the Rosamond Gifford Zoo at Burnet Park Inc.</b>	None	Public	
<i>Unrestricted</i>			\$5,000 00
<b>Gay Alliance of the Genesee Valley, Inc.</b>	None	Public	
<i>In honor of the 40th Anniversary</i>			\$1,000.00
<b>George Eastman House</b>	None	Public	
<i>To support the Legacy Staff \$4,000 George Eastman Award \$1,000</i>			\$5,000 00
<b>Grantmakers Forum of New York</b>	None	Public	
<i>2013 - 2014 programs and services</i>			\$4,600.00
<b>GuideStar USA Inc.</b>	None	Public	
<i>2013 Honorary Membership Program</i>			\$1,250 00
<b>Hamilton College</b>	None	Public	
<i>Restricted gift to the Career Center</i>			\$6,000.00
<b>Health Science Center Foundation at Syracuse, NY</b>	None	Public	
<i>Amyotrophic Lateral Sclerosis Research and Treatment Center; In memory of Teresa Lanterman Becker</i>			\$5,000.00

Attachment to Form 990-PF  
 Part XV-Supplementary Information  
 Grants and Contributions Paid During the Year

<b>Indian Mound Cemetery Association</b>	None	Public	
<i>2013 Annual Campaign</i>			\$1,000 00
<i>President's Unrestricted Endowment Fund</i>			\$5,000 00
<i>Unrestricted funds</i>			\$10,000.00
<i>Total Indian Mound Cemetery Association</i>			<u>\$16,000 00</u>
<b>Ithaca College</b>	None	Public	
<i>Office of Civic Engagement</i>			\$500,000 00
<b>Kids in Crisis, Inc.</b>	None	Public	
<i>Teen Talk: \$5,000</i>			\$14,000.00
<i>Crisis Nursery: \$9,000</i>			
<b>Le Moyne College</b>	None	Public	
<i>New York Family Business Center - programs and services</i>			\$5,000 00
<i>Toward Jesuit Case Series</i>			\$250,000 00
<i>Total Le Moyne College</i>			<u>\$255,000 00</u>
<b>Lyme Volunteer Fire Company, Inc.</b>	None	Public	
<i>In memory of Gertrude (Trudy) Emerson</i>			\$1,000.00
<b>Manlius Pebble Hill School</b>	None	Public	
<i>A Promise for our Future, A Campaign for Manlius Pebble Hill School</i>			\$100,000 00
<b>Matthew House</b>	None	Public	
<i>In memory of Richard LoPiccolo</i>			\$1,000 00

Attachment to Form 990-PF  
 Part XV-Supplementary Information  
 Grants and Contributions Paid During the Year

<b>Merry-Go-Round Playhouse, Inc.</b>	<b>None</b>	<b>Public</b>	
<i>2013 operating expenses</i>			\$2,500.00
<i>Operating expenses</i>			\$225,000.00
<i>2013 Board Campaign</i>			\$1,000.00
<i>Operating Expenses</i>			\$1,000.00
<i>Unrestricted</i>			\$1,000.00
<i>MGR Housing: \$2,000</i>			\$5,000.00
<i>MGR special guest promotional events \$3,000</i>			
<i>2014 Operating expenses</i>			\$15,000.00
<i>Holiday Party Expenses</i>			\$2,000.00
<i>General operating</i>			\$10,000.00
<i>Unrestricted</i>			\$5,000.00
<i>Total Merry-Go-Round Playhouse, Inc.</i>			<u>\$267,500.00</u>
<b>Mohawk Valley Community College Foundation</b>	<b>None</b>	<b>Public</b>	
<i>Presidential Scholarship Fund Endowment</i>			\$25,000.00
<b>Montessori School of the Finger Lakes</b>	<b>None</b>	<b>Public</b>	
<i>Capital improvements</i>			\$2,970.00
<b>Musical Theatre Festival, Inc.</b>	<b>None</b>	<b>Public</b>	
<i>Operating expenses</i>			\$225,000.00
<b>Options for Independence</b>	<b>None</b>	<b>Public</b>	
<i>In honor of Janet Haines</i>			\$1,000.00

Attachment to Form 990-PF  
Part XV-Supplementary Information  
Grants and Contributions Paid During the Year

<b>Owasco Volunteer Fire Department</b>	None	Public	
<i>Unrestricted</i>			\$1,000.00
<b>Rochester General Hospital Foundation</b>	None	Public	
<i>Lipson Cancer Center Capital Campaign</i>			\$5,000.00
<b>Sacred Heart Church</b>	None	Public	
<i>Benefit of Boy Scout Troop #21</i>			\$1,000.00
<b>Savannah College of Art &amp; Design</b>	None	Public	
<i>Annual Scholarship Fund</i>			\$8,000.00
<b>Schweinfurth Memorial Art Center</b>	None	Public	
<i>Toward summer exhibit: Innovators &amp; Legends Generations in Textiles and Fiber</i>			\$12,000.00
<b>Scipio Volunteer Fire Department</b>	None	Public	
<i>Toward Quantifit Fit Machine</i>			\$2,500.00



Attachment to Form 990-PF  
Part XV-Supplementary Information  
Grants and Contributions Paid During the Year

	None	Public	
<b>Seward House Museum</b>			
<i>Seward House collection objects [non-cash distribution]</i>			\$26,000.00
<i>Annual Trustee Appeal</i>			\$2,500 00
<i>Director selected operational support</i>			\$3,000.00
<i>2014 operating support</i>			\$220,000.00
<i>Total Seward House Museum</i>			<hr/> \$251,500.00
<b>Southern Cayuga Instant Aid</b>			
<i>Toward replacement ambulance</i>			\$15,000.00
<i>Needed computer / IT equipment</i>			\$1,000.00
<i>Total Southern Cayuga Instant Aid</i>			<hr/> \$16,000.00
<b>Southern Cayuga School District</b>			
<i>Anne Frank Sapling Celebration</i>			\$2,000.00
<b>St. Bernard's School of Theology and Ministry</b>			
<i>Bishop Matthew Clark Scholarship</i>			\$1,000 00
<b>St. Francis of Assisi Church</b>			
<i>For replacement statue of St. Mary</i>			\$5,000.00
<b>St. John Fisher College</b>			
<i>Toward Simulation Center in the Wegmans School of Nursing building</i>			\$300,000 00

Attachment to Form 990-PF  
 Part XV-Supplementary Information  
 Grants and Contributions Paid During the Year

<b>St. Lawrence University</b>	None	Public	
<i>Toward community partnership component of Sustainability Semester project</i>			\$12,500 00
<b>St. Louis School</b>	None	Public	
<i>Principal's discretion</i>			\$5,000.00
<b>Tyburn Academy</b>	None	Public	
<i>Athletic Field</i>			\$1,000 00
<b>Union Springs Fire Department</b>	None	Public	
<i>Toward fire/rescue boat</i>			\$47,500 00
<i>GPS Tracking System</i>			\$8,475.00
<b>Total Union Springs Fire Department</b>			<hr/> \$55,975.00
<b>United Way of Cayuga County</b>	None	Public	
<i>2013 Campaign</i>			\$100,000 00
<b>University of Pittsburgh</b>	None	Public	
<i>Institute for Entrepreneurial Excellence</i>			\$1,000.00
<b>University of Rochester</b>	None	Public	
<i>Memorial Art Gallery</i>			\$1,000.00
<i>George Eastman Circle Scholarships, School of Arts and Sciences</i>			\$5,000 00
<i>Seward Family Archive Project</i>			\$40,000 00
<b>Total University of Rochester</b>			<hr/> \$46,000.00

Attachment to Form 990-PF  
Part XV-Supplementary Information  
Grants and Contributions Paid During the Year

<b>University of Virginia Darden School Foundation</b>	None	Public	
<i>2013 Darden Annual Fund</i>			\$2,000.00
<b>Warm the Children, Inc.</b>	None	Public	
<i>Annual Fund Drive</i>			\$1,000 00
<b>Wells College</b>	None	Public	
<i>Thanks a Million! Annual Fund Campaign \$5,000</i>			\$7,500.00
<i>Lisa Ryerson Presidential Fund for Student Services. \$2,500</i>			
<i>Lisa Marsh Ryerson '81 Presidential Fund for Student Success</i>			\$25,000 00
<i>Presidential Initiatives Fund</i>			\$100,000 00
		<i>Total Wells College</i>	<u>\$132,500 00</u>
<b>WNYC Radio</b>	None	Public	
<i>Radio Rookies</i>			\$5,000 00
<b>YMCA-WEIU of Auburn, NY</b>	None	Public	
<i>Wednesday Morning Roundtable</i>			\$1,000.00
<i>2013 Annual Campaign</i>			\$1,000.00
<i>Auburn Little League team sponsorship</i>			\$250 00
		<i>Total YMCA-WEIU of Auburn, NY</i>	<u>\$2,250 00</u>
		<b>Grand Total</b>	<u><u>\$3,208,204 20</u></u>

**ROSLYN BAKST GOLDMAN**  
**APPRAISER OF FINE ART**  
10-6 Selden Street  
Rochester, New York 14605  
Tel: 585-232-3387  
Fax: 585-232-3919  
E-mail: [roz@roslyngoldman.com](mailto:roz@roslyngoldman.com)  
[www.roslyngoldman.com](http://www.roslyngoldman.com)

---

**APPRAISAL OF PERSONAL PROPERTY**  
**FOR**  
**THE SEWARD HOUSE MUSEUM**

**RETAIL REPLACEMENT VALUE**  
**FOR INSURANCE PURPOSES**

**EFFECTIVE DATE: MARCH 19, 2013**

**APPRAISAL REPORT DATE: MAY 8, 2013**

*RAB*

**ROSLYN BAKST GOLDMAN**  
**APPRAISER OF FINE ART**  
10-6 Selden Street, Rochester, NY 14605, Tel.: 585-232-3387

**TABLE OF CONTENTS AND SUMMARY**

<b>Description</b>	<b>Page Number</b>
<b>Title Page</b>	<b>1</b>
<b>Table of Contents</b>	<b>2</b>
<b>Cover Letter</b>	<b>3-4</b>
<b>Credentials</b>	<b>5-6</b>
<b>Individual Art Page</b>	<b>7</b>
<b>Bibliography</b>	<b>8</b>
<b>Definitions</b>	<b>9</b>
<b>Privacy Policy</b>	<b>10</b>
<b>Disclaimer</b>	<b>11</b>

**TOTAL APPRAISED RETAIL REPLACEMENT VALUE:**  
**\$1,000.00**

Appraisal for Seward House Museum  
Of Fine Art at Retail Replacement Value  
For Insurance Purposes

Roslyn Bakst Goldman, AAA  
Effective Date: March 19, 2013  
Report Date: May 8, 2013  
Page 2 of 11

*RRB*

ROSLYN BAKST GOLDMAN  
APPRAISER OF FINE ART  
10-6 SELDEN STREET  
ROCHESTER, NEW YORK 14605  
TEL: 585-232-3387  
FAX: 585-232-3919  
email: roz@roslyngoldman.com  
www.roslyngoldman.com

May 8, 2013

To Whom It May Concern:

I, Roslyn Bakst Goldman, do hereby certify as follows:

I am a certified member, in good standing, and hereby subscribe to the Code of Ethics of the Appraisers Association of America. The statements of fact contained in this report are true and correct. The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions. The appraisal will be performed in accordance with the Appraiser's Association of America standards. I have no bias with respect to any property that is the subject of this report or to the parties involved with this assignment. My engagement in this assignment was not contingent upon developing or reporting predetermined results.

I have been actively involved in appraising property of the kind described in this appraisal for a period of thirty years. This report has been prepared in conformity with the Uniform Standards of Professional Appraisal Practice 2008. A resumé of my qualifications is attached to this appraisal.

On March 19, 2013, at the request of Billye J. Chabot, I was asked to appraise the property belonging to the Seward House Museum, located at 33 South Street, Auburn, New York 13021. The art was examined using electronic images sent by Billye J. Chabot. The attached schedule is in my professional judgment and opinion, a complete and accurate description of the property I was asked to appraise, and its condition. The scope of work was to evaluate the art for retail replacement value for insurance purposes. The intended user is the Seward House Museum. I will prepare a complete, signed report describing the item in this appraisal. For this appraisal I used information supplied by Billye J. Chabot. This appraisal contains one item. This appraisal contains eleven pages.

The valuations listed represent the retail replacement value for insurance purposes and are based on comparable items of property of similar kind, quality, and condition as of the date of this appraisal. The retail replacement value represents replacement with another article comparable in kind and quality. Today's replacement values may differ considerably from the original cost and from one source to another. I considered the income, cost, and comparative market data approaches for valuation. I used the comparative market data approach to reach this conclusion as the most appropriate valuation for this appraisal. The most common market for works of art similar to that in this appraisal is the American gallery and auction market. At this time, the auction market for this work is active but not strong.

RSG

Cover letter continued

This appraisal is not to be used by any person other than the individual or firm named above or for any purposes other than those given above. This appraisal does not constitute a certificate of authenticity.

The appraised property is valued as of the effective date of March 19, 2013. The total appraised value of this property is \$1,000.00.

I have no financial interest in the appraised property or the outcome of this appraisal. My fee for this appraisal is not contingent upon my evaluation of this property. I have not been disqualified from the appraisal practice by the Internal Revenue Service.

Very truly yours,

*Roslyn Bakst Goldman, AAA*

Roslyn Bakst Goldman, AAA

*RSG*

**ROSLYN BAKST GOLDMAN**  
**APPRAISER OF FINE ART**  
**10-6 Selden Street, Rochester, NY 14605, Tel.: 585-232-3387**

Federal Identification #62-1667735

**CURRICULUM VITAE**

**APPRAISAL EXPERIENCE, ACTIVITIES and CERTIFICATIONS**

- 1978 to date     Appraiser of fine prints, general, 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> century paintings, drawings and sculpture. Appraisals for schools, universities, banks, corporations, insurance companies, professional offices, lawyers, accountants, collectors, and investors.
- 2007 to 2009     President, Appraisers Association of America.
- 1986 to date     Member, Appraiser Association of America, Elected 1<sup>st</sup> Vice President 2005-2007, 2<sup>nd</sup> Vice President 2003-2005, Board member 1999 to date. Regional Representative for New York State 1993-1999. Lecturer and panel member for AAA programs.
- 1999 to date     AAA Certified Member of Appraisers Association of America. Completed proficiency examinations in appraisal methodology and ethics and in the field of original prints. Recertified for 5 years in 2009.
- 1997 - 2007     USPAP certified (Uniform Standards of Professional Appraisal Practice) 1997, 2002, and November 2007.

**ART and BUSINESS EXPERIENCE:**

- 1997 to date     Art consultant to corporations, schools, universities, artists, professionals, collectors and estate beneficiaries for purposes of acquiring, managing, disposing of, protecting and framing of fine art objects and collections.
- 2004             Consultant to Rochester Institute of Technology, School for American Craft metal bench competition. Benches for a city park.
- 2003-2004       Consultant to Bausch and Lomb's 150<sup>th</sup> year celebration, archives, exhibition and events.
- 1999             With Rochester Institute of Technology and the Grove Place neighborhood competition for a sculpture commission for Via Health.
- 1998 to date     Member, Aesthetics Committee for NYSDOT, public art for Route 490
- 1999 to date     Board member, Aesthetic Education Institute.

PAG



### EDUCATION:

- 1976-1979 University of Rochester, Rochester, New York-M.S. in Humanities. Studied the art and culture of 19th- and 20th-C. Germany; worked extensively in museum print collection.
- 1975-1977 Nazareth College, Rochester, New York - German Language Studies.
- 1955-1959 Cornell University, Ithaca, New York - B.S.

### AWARDS:

- October 2000 2000 Arts Award. Arts and Cultural Council for Greater Rochester.
- October 1998 Top Woman Business Owner of the Year Award for Community. National Association of Women Business Owners, Rochester Chapter.
- January 1995 Brighton Chamber of Commerce volunteer award.
- May 1995 Greater Rochester Metro Chamber of Commerce Civic Award for Culture and Arts.

### SPECIAL ACADEMIC WORK:

- October 1999 Lecture, "Appraising Old Master to 20<sup>th</sup> Century Prints: Originals, Copies and Everything In Between", Appraisers Association of America lecture series, New York.
- June 1992 Organized exhibition of the prints of Hermann Käthe for the Lockhart Gallery, Memorial Art Gallery.
- June 1986 Organized exhibition of the prints of Howard Hodgkin in collaboration with the Oxford Gallery, Rochester, New York.
- October 1984 Organized the exhibition and wrote the catalogue entitled *Expressionism and Neo-Expressionism Graphics: The Inner Vision*. Wilson Arts Center, Rochester, New York.
- April 1977 Organized an exhibition of prints by Kathe Kollwitz at the University of Rochester. Wrote detailed catalogue entitled *Prints for the German People* involving research in the print cabinets of Dresden, Berlin, and Stuttgart.
- Summer 1977 Independent research in the print room, Memorial Art Gallery. Devised System for cataloguing, storing, and organizing the collection for efficient retrieval.
- October 1977 Curatorial aide to Dr. Bruce Chambers, Memorial Art Gallery, for special print research. Conducted independent study to research large collection of prints of unknown origin.

PSO

**Artist** GIBSON, CHARLES DANA  
(AMERICAN 1867-1944)

**Title** Unknown Woman (full length)

**Technique** Pen and Ink drawing

**Date**

**Signature** Lower right (in black): (monogram) and Gibson

**Edition**

**Size** 18.25" x 11.25"

**References**

**Condition** Good  
Mat burn visible in the border

**Comments** Unframed

**Value** \$1,000.00

**Purpose of Appraisal** Retail replacement value for Insurance Purposes

**Client** Seward House Museum



Roslyn Bakst Goldman  
Tel: 585-232-3387  
E-mail: roz@roslyngoldman.com

Effective Date 03/19/2013  
Report Date 5/8/2013  
Page 7 of 11

*Roz*

**ROSLYN BAKST GOLDMAN  
APPRAISER OF FINE ART  
10-6 Selden Street, Rochester, NY 14605, Tel.: 585-232-3387**

**Research Bibliography**

**Computer Price Databases**

Artnet	<a href="http://www.artnet.com">www.artnet.com</a>
Artprice	<a href="http://www.artprice.com">www.artprice.com</a>
AskArt	<a href="http://www.askart.com">www.askart.com</a>

**ROSLYN BAKST GOLDMAN**  
**APPRAISER OF FINE ART**  
**10-6 Selden Street, Rochester, NY 14605, Tel.: 585-232-3387**

**DEFINITIONS**

The Income Approach: This is the valuation method used to ascribe a value to an object which will be used to generate income at a future date.

The Cost Approach: This is the valuation method used to determine a value for an object based on the cost of manufacturing or recreating the identical piece.

Comparative Market Data Approach: This is the primary valuation approach used in almost all personal property appraisals. It is the valuation method used to determine the price which one would pay for another work of equal value by the same artist, craftsman or manufacturer or one whose reputation is considered to be on the same level.

Fair Market Value: The IRS has defined fair market value as "The price that property would sell for on the open market. It is the price that would be agreed on by a willing buyer and a willing seller, with neither being required to act and both having reasonable knowledge of the relevant facts."

Liquidation Value: Liquidation value is distinct from other types of value because the element of time is the overriding consideration in deciding how much an object is worth. Liquidation value is structured with the assumption that the appraised objects must be sold in the very near future in a forced sale situation.

Marketable Cash Value: The type of value commonly used in divorce settlements is "marketable cash value". Marketable cash value represents the amount of money one would receive from the sale of a work of art, net of all expenses connected with the sale. These expenses may include the buyer's premium, which a purchaser may have to pay to an auction house; the seller's commission, due to an auction house or art dealer; cataloguing expenses; photography; transportation costs; advertising and promotion, insurance premiums, et al.

Replacement Value is the highest price in terms of cash or other precisely revealed terms that would be required to replace a property with another of similar age, quality, origin, appearance, provenance, condition within a reasonable length of time in an appropriate and relevant market.

**ROSLYN BAKST GOLDMAN**  
**APPRAISER OF FINE ART**  
10-6 Selden Street  
Rochester, New York 14605  
Tel: 585-232-3387  
Fax: 585-232-3919  
E-mail: [roz@roslyngoldman.com](mailto:roz@roslyngoldman.com)  
[www.roslyngoldman.com](http://www.roslyngoldman.com)

---

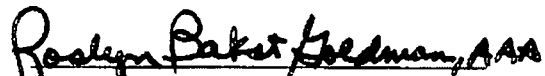
### **PRIVACY POLICY STATEMENT**

Our policy with respect to personal information about our clients is as follows

We limit employee and agent access to information only to those who have a business or professional reason to know, and only to non-affiliated parties as required by law.

1. We maintain a secure office and computer environment to ensure that your information is not placed at unreasonable risk.
2. The categories of non-public personal information that we collect from a client depend upon the scope of the client's appraisal engagement. This includes information about personal property assets, and other non-public information necessary. Additionally, it may include information about transactions between clients and third parties, and information from third parties sources.
3. Unaffiliated third parties that require access to our clients' personal information, such as Federal and State tax regulators, insurance companies, and the like, may only review the company records as permitted by law.
4. We do not reveal the name of any client, private or institutional, for any reason whatsoever.
5. We do not provide client information to mailing list vendors or solicitors for any reason whatsoever.
6. Personally identifiable information will be maintained during the time a client is a client of the company and for the appropriate time thereafter that such records are required to be maintained by the USPAP, and consistent with the AAA Code of Ethics. After this required period of record retention, all such information will/may be destroyed in a manner consistent with providing confidentiality to our clients.

This policy statement is a required element of each appraisal report and is in conformance with the Uniform Standards of Professional Practice (USPAP) and the Gramm-Leach-Bliley Act of 1999.

  
Roslyn Bakst Goldman, AAA

RBB

**ROSLYN BAKST GOLDMAN**  
**APPRAISER OF FINE ART**  
10-6 Selden Street, Rochester, NY 14605, Tel.: 585-232-3387

**DISCLAIMERS, LIMITING CONDITIONS AND ASSUMPTIONS**

This certificate of appraisal is subject to the terms and conditions specified here, all of which pertain unless specifically set aside in writing.

This appraisal is made at the request of the named party for his or her use only. It is not an indication of title ownership. The interest of the requesting party is that represented to the appraiser. No inquiry or investigation has been made nor is any opinion given as to the truth of such representation.

Unless otherwise stated, this certificate is based only on the apparent identity of the item appraised, and no further opinion nor guarantee of authenticity, genuineness, attribution, or authorship is made. No tests of any kind have been administered unless so stated.

The appraiser's personal knowledge is often confirmed by additional research and consultations. Information furnished by consulting sources, references and published text is assumed to be reliable, but is not guaranteed.

The value expressed is based on the appraiser's best judgment and opinion, and is not a representation or warranty that the item will realize that value if offered for sale at auction or otherwise. The value expressed is based on current information available on the date of examination. No opinion is expressed as to any future value, nor unless otherwise stated, as to any past value.

As the appraiser, I understand that a substantial or gross valuation misstatement resulting from an appraisal of the value of property that I know or reasonably should have known would be used in connection with a return or claim for refund, may subject me, as the appraiser to a civil penalty under section 6695A.

The appraiser is not required to give testimony, be present in any court of law, or appear before any commission or board by reason of this appraisal, unless prior arrangements have been made with the appraiser.

A verbal estimate of value is merely an opinion, not an appraisal, because that format does not allow for due diligence in research and evaluation.

Charitable donations are tax deductible as permitted by law. I make no representations nor provide any tax advice with regard to any such donations. Donor should confer with his/her accountant or tax advisor in that regard.

Unless noted, no items were removed from the frame for examination and no scientific testing was performed.

The appraiser is not responsible for false information received from a reliable source.

Appraisal for Seward House Museum  
Of Fine Art at Retail Replacement Value  
For Insurance Purposes

Roslyn Bakst Goldman, AAA  
Effective Date: March 19, 2013  
Report Date: May 8, 2013  
Page 11 of 11

*RBG*



**ABRAHAM LINCOLN  
BOOK SHOP, INC.**

---

**Seward House Museum**

**33 South Street**

**Auburn, NY 13021**

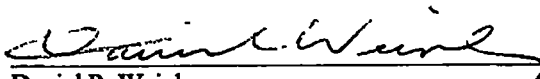
**2013**

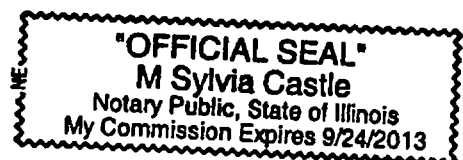
PROPERTY OF:  
Seward House Museum  
33 South Street  
Auburn, NY 13021

STATE OF ILLINOIS }  
COUNTY OF COOK } SS

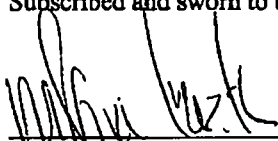
Daniel R. Weinberg being first duly sworn, upon oath deposes and states as follows:

1. He is the president and the duly authorized agent in this behalf of Abraham Lincoln Book Shop, Inc., and he makes this affidavit in its behalf and under its lawful authority. He has full personal knowledge of all matters and things hereinafter set forth.
2. Said Abraham Lincoln Book Shop, Inc., was duly authorized and created and exists under and by virtue of the laws of the State of Illinois and it is duly authorized and does transact business in the State of Illinois and throughout the United States.
3. Among the purposes and business of said Abraham Lincoln Book Shop, Inc. is the buying, selling and dealing in and general appraisal of libraries, collections of rare books, autographs, letters, documents, drawings, prints, painting, etching, broadsides, historical objects, mementos, curiosities and other allied printed, pictorial and manuscript materials.
4. Said Abraham Lincoln Book Shop, Inc., its officers, employees and agents, and its predecessor companies have been doing business as appraisers of libraries, collections of rare books, autographs, letters, documents, drawings, prints, paintings, etching, broadsides, historical objects, mementos and curiosities and other allied printed, pictorial and manuscript materials since the year 1938, in Illinois and in various other states of the United States of America and have been called upon as consultants in such matters by many of the leading private collectors, libraries, museum and public and private institutions in the country.
5. The said Abraham Lincoln Book Shop, Inc., through its employees, agents, and officers did, on this date, 14 February 2013, examine the LINCOLN CREDENCE OF SEWARD.

  
Daniel R. Weinberg



Subscribed and sworn to before me, A Notary Public this day 25 February 2013

  
Notary Public of Cook County, Illinois

My Commission Expires 24 September 2013



PROPERTY OF:  
Seward House Museum  
33 South Street  
Auburn, NY 13021

## APPRAISAL

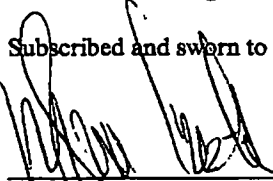
STATE OF ILLINOIS }  
COUNTY OF COOK } SS

DANIEL R. WEINBERG being first duly sworn, upon oath deposes and states as follows:

1. He has full personal knowledge of all of the matters and things hereinafter set forth, and he makes this affidavit on behalf of the Abraham Lincoln Book Shop, Inc. concerning these matters.
2. Among the businesses of said DANIEL R. WEINBERG is the buying, selling, and dealing in the general appraisal of libraries, collections of rare books, autographs, letters, documents, drawings, prints, paintings, etchings, broadsides, historical objects, mementos and curiosities, and other allied printed, pictorial and, manuscript materials.
3. Said DANIEL R. WEINBERG has been doing business as an appraiser of libraries, collections of rare books, autographs, letters, documents, drawings, prints, paintings, etchings, broadsides, historical objects, mementos and curiosities, since the year 1971, in Illinois and in various other states of the United States of America and has been called upon as a consultant in such matters by many of the leading private and public institutions of this country.
4. The said DANIEL R. WEINBERG, having his principal place of business in Chicago, Illinois, does hereby certifying that he is familiar with and has carefully examined and appraised on this date, 14 February 2013, the LINCOLN CREDENCE OF SEWARD.
5. This material is listed in the schedule herewith following and attached to this statement and expressly made a part thereof. These has been recorded, together with the listing of each item, figures representing the fair and reasonable and true market value thereof, in money; and the deponent has found that the reasonable and fair and true market value thereof, in money, is: TWENTY-FIVE THOUSAND AND NO/HUNDREDTHS DOLLARS [\$25,000.00]
6. This deponent verily believes the said valuation to be the fair and reasonable and true market value.

  
Daniel R. Weinberg

Subscribed and sworn to before me, A Notary Public this day 25 February 2013

  
Notary Public of Cook County, Illinois

My commission expires

24 September 2013



Abraham Lincoln Book Shop, Inc., Chicago, IL 60654

PROPERTY OF:  
Seward House Museum  
33 South Street  
Auburn, NY 13021

## APPRAISAL

### LINCOLN CREDENCE OF SEWARD

**Lincoln, Abraham (1809 – 1865)**  
*Sixteenth President of the United States (1861-1865)*

**Seward, William H. (1801 – 1872)**  
*Secretary of State (1861 – 1869)*

**Manuscript Paper Document, signed in full by both  
Washington, DC:  
10 July 1861**

*Folio (F); one (1) page; paper U.S. Seal affixed. The document is in very good condition, with the ink entirely legible and bold and exhibiting the usual fold marks. There is some mat burn and overall even toning.*

**Abraham Lincoln, in the first year of his presidency, signs a document of credence for his Secretary of State to “His Majesty the King of Denmark” in order to “negotiate and conclude additional articles to the Convention” between the two countries of April 26, 1826, “touching the desertion of seamen.” Final ratification of said Convention must still be ratified by the U.S. Senate.**

**The U.S. Secretary of State Participates in high-level negotiations with other countries, including the negotiation of international treaties and other agreements, such as the one in this document.**

**Lincoln, by law, had to sign his full name to official government or military documents, as did Seward.**

PROPERTY OF:  
Seward House Museum  
33 South Street  
Auburn, NY 13021

## TOTAL VALUATION SUMMARY

\*\*\*\*\*

**THE FAIR-MARKET VALUE OF THE FOREGOING  
DESCRIBED *LINCOLN'S CREDENCE OF SEWARD*,  
AS OF THE FOURTEENTH DAY OF FEBRUARY  
TWO THOUSAND THIRTEEN, IS TWENTY-FIVE  
THOUSAND AND NO/HUNDREDTHS DOLLARS**

**[\$25,000.00]**

\*\*\*\*\*

I, Daniel R. Weinberg, do hereby certify as follows:

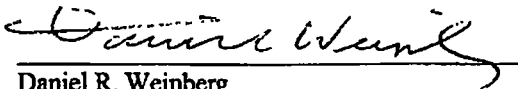
I have been actively involved in appraising property of the kind described in this appraisal for a period of 39 years.

The attached schedule is, in my professional judgment and opinion, a complete and accurate description of the property.

The valuations herein represent the Fair Market Value for INSURANCE purposes and are based on comparable items of property similar in kind, quality, and condition as of the date of this appraisal.

This property is valued as of 14 February 2013.

I have no present or future undisclosed financial interest in the appraised property. My fee for this appraisal is not contingent upon my evaluation herein.



Daniel R. Weinberg  
President

PROPERTY OF:  
Seward House Museum  
33 South Street  
Auburn, NY 13021

## DANIEL R. WEINBERG

### QUALIFICATIONS

Daniel R. Weinberg has been president and sole owner of the Abraham Lincoln Book Shop, Inc. since 1984, having previously been co-owner from 1971. This firm has an international reputation as experts in the buying, selling, appraisal, and authentication of historical, literary, artistic, and museum properties etc., since 1938.

The Abraham Lincoln Book Shop, Inc. has acted as consultant in the assembling of some of the major collections in the United States, both public and private, representing them both privately and at auction. The firm has conducted appraisals for libraries, museums, banks, insurance companies, and private collectors.

Currently, Mr. Weinberg serves on the Board of Trustees and the Executive Board at Lincoln College, Lincoln, Illinois, being chair of the Heritage Committee, which oversees the Lincoln Heritage Museum at Lincoln College. He is a Director for the Lincoln Forum, the Abraham Lincoln Association, and the Lincoln Group of Wisconsin. He is the Executive Vice-President of the Professional Autograph Dealers Association.

Mr. Weinberg was a member of the official Advisory Committee to the Federal Abraham Lincoln Bicentennial Commission. He has performed special research assignments for such institutions as The Lincoln Museum (Ft. Wayne, IN.), the Lincoln College Museum, the American Bar Foundation, Brandies University, University of Virginia, WTTW Channel 11 in Chicago, the Chicago Historical Society, the Chicago Public Library, the Chicago Bar Association, the ACLU, and others. He has delivered numerous talks on the collecting and value of books and manuscripts as well as determining authenticity of historical documents and artifacts. He is a member of numerous historical societies and associations including: The Lincoln Forum (a Director); The Abraham Lincoln Association (a Director); Manuscript Society (past Director); Professional Autograph Dealer's Association (Executive Vice President); International Autograph Dealers Association; Universal Autograph Collector's Club (past regional director and 1999 Dealer of the Year); Antiquarian Booksellers Association of America; American Booksellers Association; the Lincoln Group of Illinois (past President); and The Civil War Round Table, Chicago (officer and past President).

He is co-author of *LINCOLN'S ASSASSINS: THEIR TRIAL AND EXECUTION* (Arena Editions: 2001) and has lectured extensively on the subject. He has appeared on C-Span, the History Channel, NBC Nightly News, Voice of America, the BBC, and National Public Radio. Among his Chicago appearances are WTTW Public Radio, CBS - TV, NBC - TV, and Fox - TV. The shop has been profiled in many publications, from the *Manuscript Society News*, the *New York Times* and the *Chicago Tribune*, to the *American Airlines Magazine* and in national newspapers by the Associated Press.

He is the founder of Virtual Book Signing™, a live internet book discussion and book signing broadcast; as well as the creator of *Artifact Whisperer*™, a live web program relating to American Historical Artifacts.

Mr. Weinberg pursued his undergraduate work, in history, at Temple University, Philadelphia, and his graduate work in the same field at New York University at Washington Square, New York.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868)**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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](http://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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	<b>FRED L. EMERSON FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>15-6017650</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>5654 SOUTH STREET ROAD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>AUBURN, NY 13021</b>	

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

**DANIEL J. FESSENDEN, EXECUTIVE DIR.**

- The books are in the care of ► **5654 SOUTH STREET ROAD - AUBURN, NY 13021**

Telephone No. ► **(315) 253-9621**

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 **August 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning , and ending .

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>96,987.</b>
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.	3b	\$	<b>96,987.</b>
c <b>Balance due.</b> 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	\$	<b>0.</b>

**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.