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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation The Gendell Family Foundation Inc		A Employer identification number 20-4759507	
% c/o Foundation Source		B Telephone number (see instructions)	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123	Room/suite		
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 1,056,834		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities.	32,294	32,294		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,396			
	b Gross sales price for all assets on line 6a 109,913				
	7 Capital gain net income (from Part IV , line 2) . . .		1,396		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	33,714	33,714		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	500			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,905	80		8,825
	24 Total operating and administrative expenses. Add lines 13 through 23	9,405	80		8,825
	25 Contributions, gifts, grants paid	33,950			33,950
	26 Total expenses and disbursements. Add lines 24 and 25	43,355	80		42,775
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-9,641			
	b Net investment income (if negative, enter -0-)		33,634		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	255,487	69,953	69,953
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	804,737	980,630	986,881
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,060,224	1,050,583	1,056,834
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,060,224	1,050,583	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,060,224	1,050,583	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,060,224	1,050,583	

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	1,060,224
2	Enter amount from Part I, line 27a	2	-9,641
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,050,583
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,050,583

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 109,913		108,517	1,396
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,396
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,396
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	44,407	930,449	0 047726
2011	43,356	937,392	0 046252
2010	43,121	883,477	0 048808
2009	43,897	407,672	0 107677
2008	47,935	608,958	0 078716

2 Total of line 1, column (d).	2	0 329179
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 065836
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	992,550
5 Multiply line 4 by line 3.	5	65,346
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	336
7 Add lines 5 and 6.	7	65,682
8 Enter qualifying distributions from Part XII, line 4. 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	8	42,775

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	673
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2.		3	673
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	673
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	539	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	134	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	673
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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Part VIII

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

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	910,540
b	Average of monthly cash balances.	1b	97,125
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,007,665
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,007,665
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	15,115
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	992,550
6	Minimum investment return. Enter 5% of line 5.	6	49,628

Part XI

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

1	Minimum investment return from Part X, line 6.	1	49,628
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	673
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	673
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	48,955
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	48,955
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	48,955

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	42,775
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,775
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	42,775
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				48,955
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	18,601			
b From 2009.	23,639			
c From 2010.	4,832			
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	47,072			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 42,775				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				42,775
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,180			6,180
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,892			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	12,421			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	28,471			
10 Analysis of line 9				
a Excess from 2009. . . .	23,639			
b Excess from 2010. . . .	4,832			
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

4942(j)(3) or 4942(j)(5)

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

1

MARION GENDELL

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

2

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	33,950
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
Adrian G Bonser DDS	VP / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Bradley H Gendell	VP / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Cann G Gendell	VP / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
David B Gendell	VP / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Jeffrey L Gendell	VP / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Marc S Gendell	VP / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Marion Gendell	Pres / Dir 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Danna G Korell	VP / Dir / Sec 1 0	0		
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A BETTER CHANCE OF WESTPORT INC PO BOX 2153 WESTPORT,CT 06880	N/A	PC	General & Unrestricted	500
AGING VETERANS CARE RELIEF FUND 4807 ROCKSIDE RD STE 510 INDEPENDENCE,OH 44131	N/A	PC	General & Unrestricted	150
BOYS & GIRLS CLUB OF GREENWICH INC 4 HORSENECK LN GREENWICH,CT 06830	N/A	PC	General & Unrestricted	500
BREAST CANCER ALLIANCE INC 48 MAPLE AVE GREENWICH,CT 06830	N/A	PC	General & Unrestricted	250
BREAST CANCER RESEARCH FOUNDATION INC 60 E 56TH ST NEWYORK,NY 10022	N/A	PC	General & Unrestricted	500
CHILDRENS HEALTHCARE OF ATLANTA INC PARK N 1577 NE EXPY STE A ATLANTA,GA 30329	N/A	PC	Scottish Rite NICU - Music Player Fund	100
CLIFFS RESIDENTS OUTREACH INC 8 PLUMLEY SUMMIT RD LANDRUM,SC 29356	N/A	PC	General & Unrestricted	1,000
CONGREGATION BETH EMETH 12523 LAWYERS RD HERNDON,VA 20171	N/A	PC	General & Unrestricted	1,000
CYSTIC FIBROSIS FOUNDATION 424 MADISON AVE NEWYORK,NY 10017	N/A	PC	General & Unrestricted	300
DEFENDERS FOR CHILDREN 1140 WOODRUFF RD STE 108 10 GREENVILLE,SC 29607	N/A	PC	General & Unrestricted	500
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE NEWYORK,NY 10001	N/A	PC	General & Unrestricted	500
Duke Comprehensive Cancer Center POST OFC BOX 3828-DUMC Durham,NC 27710	N/A	PC	General & Unrestricted	150
DUNWOODY PRESERVATION TR INC PO BOX 888658 ATLANTA,GA 30356	N/A	PC	General & Unrestricted	300
DUNWOODY STAGE DOOR PLAYERS INC PO BOX 888131 ATLANTA,GA 30356	N/A	PC	General & Unrestricted	1,000
EAST MARIETTA BASKETBALL INC 33 WEATHERSTONE PKWY MARIETTA,GA 30068	N/A	PC	General & Unrestricted	100
Total  3a				33,950

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FAMILY CENTERS INC PO BOX 7550 GREENWICH,CT 06836	N/A	PC	General & Unrestricted	250
FREEDOM ALLIANCE 22570 MARKEY CT STE 240 DULLES,VA 20166	N/A	PC	General & Unrestricted	150
GARDEN EDUCATION CENTER OF GREENWICH INC PO BOX 1600 COS COB,CT 06807	N/A	PC	General & Unrestricted	250
GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL 4301 CONNECTICUT AVE NW STE M2 WASHINGTON,DC 20008	N/A	PC	Enhanced Astronomy Camping Program	2,000
GREENWICH ADULT DAY CARE INC 125 RIVER RD EXT COS COB,CT 06807	N/A	PC	General & Unrestricted	250
GREENWICH EMERGENCY MEDICAL SERVICE INCORPORATED 1111 E PUTNAM AVE RIVERSIDE,CT 06878	N/A	PC	General & Unrestricted	250
GREENWICH TEEN CENTER INC PO BOX 1339 GREENWICH,CT 06836	N/A	PC	General & Unrestricted	500
GREENWICH TREE CONSERVANCY INC PO BOX 4215 GREENWICH,CT 06831	N/A	PC	General & Unrestricted	100
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON,DC 20002	N/A	PC	General & Unrestricted	500
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 46 E 16TH AVE COLUMBUS,OH 43201	N/A	PC	General & Unrestricted	100
HOMES WITH HOPE INC 49 RICHMONDVILLE AVE STE 112 WESTPORT,CT 06880	N/A	PC	General & Unrestricted	500
ITNCOASTALCT INC PO BOX 231 WESTPORT,CT 06881	N/A	PC	General & Unrestricted	200
JEWISH FAMILY & CAREER SERVICES INC 4549 CHAMBLEE DUNWOODY RD ATLANTA,GA 30338	N/A	PC	General & Unrestricted	250
JUVENILE DIABETES RESEARCH FOUNDATION INTERNAONA 3525 PIEDMONT RD ATLANTA,GA 30305	N/A	PC	General & Unrestricted	250
KIDS IN CRISIS INC 1 SALEM ST COS COB,CT 06807	N/A	PC	General & Unrestricted	250
Total  3a				33,950

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LEUKEMIA & LYMPHOMA SOCIETY GEORGIA CHAPTER 3715 NORTHSIDE PKWY BLDG 400 STE ATLANTA,GA 30327	N/A	PC	Jill Heineck Team In Training Campaign	250
MAKE-A-WISH FOUNDATION OF GEORGIA AND ALABAMA INC 1775 THE EXCHANGE SE STE 200 ATLANTA,GA 30339	N/A	PC	General & Unrestricted	300
MELANOMA RESEARCH FOUNDATION 1411 K ST NW STE 800 WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	500
MEYER CENTER FOR SPECIAL CHILDREN 1132 RUTHERFORD RD GREENVILLE,SC 29609	N/A	PC	General & Unrestricted	300
MIAMI UNIVERSITY FOUNDATION INC 725 E CHESTNUT ST OXFORD,OH 45056	N/A	PC	General & Unrestricted	300
MOVING IN THE SPIRIT INC PO BOX 17628 ATLANTA,GA 30316	N/A	PC	General & Unrestricted	150
NEIGHBOR TO NEIGHBOR INC 248 E PUTNAM AVE GREENWICH,CT 06830	N/A	PC	General & Unrestricted	250
OPERATION SMILE INC 3641 FACULTY BLVD VIRGINIA BEACH,VA 23453	N/A	PC	General & Unrestricted	150
PROJECT RETURN INC 124 COMPO RD N WESTPORT,CT 06880	N/A	PC	General & Unrestricted	150
ROOM TO READ 111 SUTTER ST 16TH FL SAN FRANCISCO,CA 94104	N/A	PC	General & Unrestricted	1,000
SCHOOL OF LEADERSHIP- AFGHANISTAN INC 30 LUZON AVE PROVIDENCE,RI 02906	N/A	PC	General & Unrestricted	250
SKIDMORE COLLEGE 815 N BROADWAY SARATOGA SPGS,NY 12866	N/A	PC	General & Unrestricted	500
SMILE TRAIN INC 41 MADISON AVE 28TH FL NEW YORK,NY 10010	N/A	PC	General & Unrestricted	150
SPRUILL CENTER FOR THE ARTS INC 5339 CHAMBLEE DUNWOODY RD ATLANTA,GA 30338	N/A	PC	General & Unrestricted	300
STAPLES HIGH SCHOOL TUITION GRANTS COMMITTEE INC PO BOX 5159 WESTPORT,CT 06881	N/A	PC	General & Unrestricted	1,000
Total  3a				33,950

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SULGRAVE MANOR PRESERVATION FOUNDATION PO BOX 42338 CINCINNATI,OH 45242	N/A	PC	General & Unrestricted	2,000
TENNESSEE FISHER HOUSE FOUNDATION INC PO BOX 774 BRENTWOOD,TN 37024	N/A	PC	General & Unrestricted	200
THE JEWISH FEDERATION OF GREATER WASHINGTON INC 6101 MONTROSE RD ROCKVILLE,MD 20852	N/A	PC	General & Unrestricted	1,500
THE JEWISH FEDERATION OF GREATER WASHINGTON INC 6101 MONTROSE RD ROCKVILLE,MD 20852	N/A	PC	Sandy and Lenny Barmak Teen & Young Adult Engagement Fund	500
THE MARITIME AQUARIUM AT NORWALK INC 10 N WATER ST SOUTH NORWALK,CT 06854	N/A	PC	General & Unrestricted	200
THE OHIO STATE UNIVERSITY FOUNDATION 660 ACKERMAN RD COLUMBUS,OH 43218	N/A	PC	The Ohio State Dental School Division	500
TIM REDOVIAN MEMORIAL FUND INC 5952 PEACHTREE IND BLVD STE 15 NORCROSS,GA 30071	N/A	PC	General & Unrestricted	250
UNITED STATES FUND FOR UNICEF 125 MAIDEN LN FL 10 NEW YORK,NY 10038	N/A	PC	General & Unrestricted	100
WESTPORT VOLUNTEER EMERGENCY MEDICAL SERVICE INC 50 JESUP RD WESTPORT,CT 06880	N/A	PC	General & Unrestricted	150
WOMEN IN NEED INC 115 W 31ST ST NEW YORK,NY 10001	N/A	PC	General & Unrestricted	5,500
WOMEN IN NEED INC 115 W 31ST ST NEW YORK,NY 10001	N/A	PC	Charitable Event	2,000
WORLD WILDLIFE FUND INC 1250 24TH ST NW WASHINGTON,DC 20090	N/A	PC	General & Unrestricted	500
WOUNDED WARRIOR PROJECT PO BOX 758541 TOPEKA,KS 66675	N/A	PC	General & Unrestricted	450
WWP INC - WOUNDED WARRIOR PROJECT INC 4899 BELFORT RD STE 300 JACKSONVILLE,FL 32256	N/A	PC	General & Unrestricted	300
WYOMING SCHOOL FOUNDATION 420 SPRINGFIELD PIKE STE K WYOMING,OH 45215	N/A	PC	General & Unrestricted	1,150
Total  3a				33,950

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WYOMING SCHOOL FOUNDATION 420 SPRINGFIELD PIKE STE K WYOMING, OH 45215	N/A	PC	Annual Fund	200
WYOMING SCHOOL FOUNDATION 420 SPRINGFIELD PIKE STE K WYOMING, OH 45215	N/A	PC	Eve Bolton Field Trip Fund - Class of 1979 Gift	250
Total ▶ 3a				33,950

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

TY 2013 Depreciation Schedule

Name: The Gendell Family Foundation Inc

EIN: 20-4759507

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule****Name:** The Gendell Family Foundation Inc**EIN:** 20-4759507

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANNALY MTG MGMT INC. COM	35,231	19,940
BANK OF AMERICA CORP	90,980	31,202
DUKE ENERGY CO	40,072	53,828
FOSTER WHEELER AG	144,655	66,000
HONEYWELL INTERNATIONAL INC.	54,112	91,370
ISHARES IBOXX \$ HIGH YIELD COR	90,797	92,880
ISHARES IBOXX \$ INVESTMENT GRA	112,367	114,190
ISHARES RUSSELL 2000	68,638	115,360
SPDR BARCLAYS CAPITAL HYB ETF	146,626	146,016
SPECTRA ENERGY CORP-W/I	28,888	41,675
TRAVELERS COMPANIES INC (THE)	30,479	45,270
VANGUARD S&P 500 ETF	137,785	169,150

TY 2013 Investments - Land Schedule

Name: The Gendell Family Foundation Inc

EIN: 20-4759507

TY 2013 Land, Etc. Schedule**Name:** The Gendell Family Foundation Inc**EIN:** 20-4759507

TY 2013 Other Expenses Schedule**Name:** The Gendell Family Foundation Inc**EIN:** 20-4759507

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	8,800			8,800
Bank Charges	80	80		
State or Local Filing Fees	25			25

TY 2013 Taxes Schedule

Name: The Gendell Family Foundation Inc

EIN: 20-4759507

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	500			