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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of foundation THE JOHN E PESSIN PRIVATE FOUNDATION		A Employer identification number 20-5173303
Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 75000		B Telephone number (see instructions) (313) 222-6297
City or town, state or province, country, and ZIP or foreign postal code DETROIT, MI 482757874		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 3,694,068	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,000,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	499	499		
	4 Dividends and interest from securities	39,062	39,062		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	130,203			
	b Gross sales price for all assets on line 6a 1,538,533				
	7 Capital gain net income (from Part IV, line 2)		130,203		
	8 Net short-term capital gain			0	
	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)	10	10			
12 Total. Add lines 1 through 11	2,169,774	169,774			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,282	8,354		928
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	0
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	663	331		331
	c Other professional fees (attach schedule)	18,348	18,348		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,643			0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	20	20		
	24 Total operating and administrative expenses. Add lines 13 through 23	29,956	27,053	0	1,259
	25 Contributions, gifts, grants paid	171,975			171,975
26 Total expenses and disbursements. Add lines 24 and 25	201,931	27,053	0	173,234	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,967,843				
b Net investment income (if negative, enter -0-)		142,721			
c Adjusted net income (if negative, enter -0-)			0		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	698,422	2,047,944		2,047,944		
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			0		0	
	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 ▶ _____ 0						
	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)	412,522 <input checked="" type="checkbox"/>	776,253		940,765		
	c Investments—corporate bonds (attach schedule)	352,495 <input checked="" type="checkbox"/>	722,307		705,359		
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	115,282				0	
	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)	1,578,721	3,546,504		3,694,068			
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	1,578,721	3,546,504				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances (see page 17 of the instructions)	1,578,721	3,546,504					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,578,721	3,546,504					

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	1,578,721
2	Enter amount from Part I, line 27a	2	1,967,843
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,546,564
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	60
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,546,504

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	130,203
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	186,190	1,688,702	0.110256
2011	209,325	1,804,033	0.116032
2010	9,688	1,003,086	0.009658
2009	11,220	77,721	0.144363
2008	15,574	179,562	0.086733

2 Total of line 1, column (d).	2	0.467042
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	0.093408
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,723,682
5 Multiply line 4 by line 3.	5	161,006
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,427
7 Add lines 5 and 6.	7	162,433
8 Enter qualifying distributions from Part XII, line 4.	8	173,234

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

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

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,427
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	1,427
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,427
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,571
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,571
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	144
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 144 Refunded	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?	1a	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	No
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address ▶ _____	13	Yes		
14 The books are in care of ▶ <u>COMERICA BANK</u> Telephone no ▶ <u>(877) 405-1091</u> Located at ▶ <u>101 N MAIN STREET ANN ARBOR MI</u> ZIP +4 ▶ <u>48104</u>				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;">15</td></tr></table>				15
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____	16	Yes	No	

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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
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? (<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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	0	

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	1,396,338
b	Average of monthly cash balances.	1b	353,593
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,749,931
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,749,931
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	26,249
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,723,682
6	Minimum investment return. Enter 5% of line 5.	6	86,184

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	86,184
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,427
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,427
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	84,757
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	84,757
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	84,757

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	173,234
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	173,234
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	1,427
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	171,807

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				84,757
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				86,833
e From 2012.				102,103
f Total of lines 3a through e.	188,936			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>173,234</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				84,757
e Remaining amount distributed out of corpus	88,477			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	277,413			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	277,413			
10 Analysis of line 9				
a Excess from 2009.				0
b Excess from 2010.				0
c Excess from 2011.				86,833
d Excess from 2012.				102,103
e Excess from 2013.				88,477

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 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 <i>Paid during the year</i> HUMANE SOCIETY OF THE US 2100 L STREET NW WASHINGTON, DC 20037	NONE	EXEMPT	SUPPORT	68,790
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION WALNUT CREEK, CA 94598	NONE	EXEMPT	SUPPORT	34,395
SPCA INTERNATIONAL 242 WEST 30TH STREET 1001 NEW YORK, NY 10001	NONE	EXEMPT	SUPPORT	68,790
Total			▶ 3a	171,975
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE JOHN E PESSIN PRIVATE FOUNDATION

Employer identification number

20-5173303

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 THE JOHN E PESSIN PRIVATE FOUNDATION

Employer identification number
 20-5173303

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN PESSIN TRUST 555 MARKET STREET SUITE 100 SAN FRANSICO, CA 94105	\$ 2,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE JOHN E PESSIN PRIVATE FOUNDATION

Employer identification number
20-5173303

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
THE JOHN E PESSIN PRIVATE FOUNDATION

Employer identification number
20-5173303

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 AFLAC INC		2009-05-18	2013-03-25
157 AES CORP		2011-03-31	2013-03-25
400 ALTERA CORP		2010-02-26	2013-03-25
38 AMERICAN ELEC PWR INC		2011-10-25	2013-03-25
87 APACHE CORP		2007-01-18	2013-03-25
41 APPLE COMPUTER INC		2007-01-18	2013-03-25
26 AVALONBAY COMMUNITIES INC REITS		2011-12-01	2013-03-25
110 BAKER HUGHES INC		2007-01-18	2013-03-25
154 BIOGEN IDEC INC		2007-08-17	2013-03-25
112 BROADCOM CORP		2012-11-26	2013-03-25
79 CVS CORPORATION (DEL)		2011-03-14	2013-03-25
65 CLIFFS NAT RES INC		2012-11-26	2013-03-25
125 COMCAST CORP CL A		2010-02-26	2013-03-25
130 DANAHER CORP		2007-01-18	2013-03-25
61 DIAMOND OFFSHORE DRILLING INC		2010-02-26	2013-03-25
200 DIRECTV		2010-02-26	2013-03-25
11 EOG RESOURCES INC		2012-03-02	2013-03-25
100 ECOLAB INC		2010-02-26	2013-03-25
130 EMERSON ELEC CO		2007-08-17	2013-03-25
200000 FEDERAL HOME LN BKS 5 5% 08/13/2014		2008-09-11	2013-03-21
5963 014 FEDERATED INSTITUTIONAL HIGH YIELD BOND FUND - INS #900		2009-12-17	2013-02-25
44 F5 NETWORKS INC		2011-10-25	2013-03-25
400 FIFTH THIRD BANCORP COM		2010-02-26	2013-03-25
49 FLOWSERVE CORP		2009-05-18	2013-03-25
2972 124 FORWARD STRATEGIC ALTERNATIVES FUND INSTL		2008-04-24	2013-01-30
68 GENERAL MILLS INC		2010-02-26	2013-03-25
168 GILEAD SCIENCES INC		2007-01-18	2013-03-25
19 GOOGLE INC CL A		2009-05-18	2013-03-25
534 ISHARES MSCI PACIFIC EX-JAPAN FD		2013-03-25	2013-04-02
3360 ISHARES MSCI JAPAN INDEX FD		2013-03-25	2013-08-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
313 ISHARES BARCLAYS AGGREGATE BD FD		2013-03-25	2013-06-25
383 ISHARES BARCLAYS AGGREGATE BD FD		2013-03-25	2013-12-23
667 ISHARES GS\$ INVESTOP CORP BD		2013-03-25	2013-06-25
395 ISHARES RUSSELL MIDCAP VALUE		2013-04-02	2013-06-25
322 ISHARES RUSSELL MIDCAP GRWTH		2013-04-02	2013-06-25
511 ISHARES TR-S&P SMALL CAP 600		2012-03-05	2013-03-25
61 JOHNSON CONTROLS		2012-11-26	2013-03-25
640 039 JP MORGAN EMERGING MARKETS EQUITY FUND - INS		2012-11-28	2013-02-25
67 MCKESSON CORP		2007-01-18	2013-03-25
100 MURPHY OIL CORP		2010-02-26	2013-03-25
259 MYLAN LABS INC		2009-05-18	2013-03-25
150 NATIONAL-OILWELL INC		2009-05-18	2013-03-25
120 NEXTERA ENERGY INC		2011-03-31	2013-03-25
400 ORACLE CORPORATION		2009-05-18	2013-03-25
2773 317 PIMCO FOREIGN BOND FUND CLI #103		2012-12-13	2013-02-25
125 PALL CORPORATION		2010-02-26	2013-03-25
1524 POWERSHARES EMERGING MARKETS SOVEREIGN DEBT		2013-03-25	2013-04-02
50 PRECISION CASTPARTS		2009-05-18	2013-03-25
110 PROCTER & GAMBLE CO		2007-01-18	2013-03-25
1223 72 T ROWE PRICE SMALL-CAP STOCK FUND #65		2012-03-16	2013-02-25
1512 SPDR LEHMAN 1-3 MONTH T-BILL		2013-03-25	2013-06-06
3311 SPDR LEHMAN 1-3 MONTH T-BILL		2013-06-25	2013-10-11
329 SELECT SECTOR SPDR - TECHNOLOGY		2013-03-25	2013-09-27
53 STARWOOD HOTELS & RESORTS		2012-11-26	2013-03-25
185 TARGET CORP		2009-05-18	2013-03-25
5140 946 VANGUARD INTERMEDIATE-TERM INVESTMENT GRADE FUND ADM #571		2008-09-11	2013-02-25
687 VANGUARD FTSE EUROPE ETF		2013-03-25	2013-06-25
17 VANGUARD GROWTH		2013-03-25	2013-09-27
270 VANGUARD GROWTH		2013-03-25	2013-10-28
287 VANGUARD VALUE VIPERS		2013-03-25	2013-10-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
895 VANGUARD TOTAL STOCK MKT VIPERS EXCHANGE TRADED SHARES		2013-03-25	2013-06-12
78 VANGUARD TOTAL STOCK MKT VIPERS EXCHANGE TRADED SHARES		2013-03-25	2013-10-17
2626 344 VIRTUS ALTERNATIVES DIVERSIFIER FUND CLASS I #1870		2013-01-30	2013-02-25
121 WAL-MART STORES INC		2008-09-10	2013-03-25
100 WELLPOINT INC		2009-05-18	2013-03-25
357 WELLS FARGO & CO NEW		2007-01-18	2013-03-25
228 WINDSTREAM CORP		2012-03-05	2013-03-25
300 INVESCO LTD		2009-05-18	2013-03-25
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,668		3,851	1,817
1,927		2,047	-120
13,937		7,118	6,819
1,814		1,474	340
6,496		5,699	797
19,123		3,681	15,442
3,301		3,204	97
4,933		7,224	-2,291
27,370		8,129	19,241
3,836		3,623	213
4,377		2,652	1,725
1,379		2,002	-623
5,209		2,055	3,154
7,937		4,867	3,070
4,153		5,320	-1,167
11,177		6,763	4,414
1,364		1,254	110
7,973		4,230	3,743
7,265		5,935	1,330
214,426		217,920	-3,494
61,061		56,589	4,472
3,861		3,927	-66
6,530		4,932	1,598
8,035		3,462	4,573
29,751		37,033	-7,282
3,272		2,452	820
7,597		2,771	4,826
15,404		7,496	7,908
26,619		26,325	294
37,766		35,928	1,838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33,259		34,567	-1,308
40,900		42,298	-1,398
74,589		79,705	-5,116
22,473		22,318	155
22,723		22,282	441
44,381		39,063	5,318
2,117		1,651	466
15,195		14,638	557
7,227		3,701	3,526
6,189		5,197	992
7,610		3,437	4,173
10,271		5,185	5,086
9,154		6,390	2,764
12,553		7,589	4,964
29,952		30,396	-444
8,425		4,923	3,502
45,399		45,324	75
9,515		4,048	5,467
8,437		6,985	1,452
44,140		43,479	661
69,246		69,262	-16
151,542		151,677	-135
10,586		9,929	657
3,227		2,798	429
12,699		11,138	1,561
52,952		47,590	5,362
32,816		33,780	-964
1,444		1,304	140
23,881		20,715	3,166
20,999		18,634	2,365

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
74,507		71,706	2,801
7,039		6,249	790
29,047		29,573	-526
9,046		6,015	3,031
6,405		4,786	1,619
13,257		12,694	563
1,932		2,754	-822
8,509		4,587	3,922
			1,329

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,817
			-120
			6,819
			340
			797
			15,442
			97
			-2,291
			19,241
			213
			1,725
			-623
			3,154
			3,070
			-1,167
			4,414
			110
			3,743
			1,330
			-3,494
			4,472
			-66
			1,598
			4,573
			-7,282
			820
			4,826
			7,908
			294
			1,838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,308
			-1,398
			-5,116
			155
			441
			5,318
			466
			557
			3,526
			992
			4,173
			5,086
			2,764
			4,964
			-444
			3,502
			75
			5,467
			1,452
			661
			-16
			-135
			657
			429
			1,561
			5,362
			-964
			140
			3,166
			2,365

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,801
			790
			-526
			3,031
			1,619
			563
			-822
			3,922

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE JOHN E PESSIN PRIVATE FOUNDATION

EIN: 20-5173303

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS COPRPRATE BONDS	722,307	705,359

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE JOHN E PESSIN PRIVATE FOUNDATION**EIN:** 20-5173303

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE STOCKS	776,253	940,765

TY 2013 Investments - Other Schedule

Name: THE JOHN E PESSIN PRIVATE FOUNDATION

EIN: 20-5173303

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS FIN SERV RMA MONEY MKT			

TY 2013 Other Decreases Schedule

Name: THE JOHN E PESSIN PRIVATE FOUNDATION

EIN: 20-5173303

Description	Amount
DIFFERENCE BETWEEN CASH RECEIPTS AND TAXABLE INCOME	60

TY 2013 Substantial Contributors Schedule**Name:** THE JOHN E PESSIN PRIVATE FOUNDATION**EIN:** 20-5173303

Name	Address
JOHN PESSIN TRUST	555 MARKET STREET SUITE 100 SAN FRANCISCO, CA 94105