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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 DUKE AND GAEL HABERNICKEL CHARITABLE FOUNDATION		A Employer identification number 20-5339152	
Number and street (or P O box number if mail is not delivered to street address) 2644 CAPITOL TRAIL STE 300 DEPT 657		B Telephone number (see instructions) (302) 286-0200	
City or town, state or province, country, and ZIP or foreign postal code NEWARK, DE 19711		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		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) <input type="checkbox"/> \$ 2,121,541		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13	13		
	4 Dividends and interest from securities.	44,019	44,019		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	140,219			
	b Gross sales price for all assets on line 6a 995,991				
	7 Capital gain net income (from Part IV, line 2) . . .		140,219		
	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	184,251	184,251		
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)	 3,260			
	c Other professional fees (attach schedule)	 4,604	4,604		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 3,620	640		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	310			
	22 Printing and publications				
	23 Other expenses (attach schedule)	 3			
	24 Total operating and administrative expenses. Add lines 13 through 23	11,797	5,244		0
	25 Contributions, gifts, grants paid	86,690			86,690
	26 Total expenses and disbursements. Add lines 24 and 25	98,487	5,244		86,690
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	85,764			
	b Net investment income (if negative, enter -0-)		179,007		
	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	133,680	145,819	145,819
	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)	1,583,749	1,657,374	1,975,722
	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)	1,717,429	1,803,193	2,121,541
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,717,429	1,803,193	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,717,429	1,803,193	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,717,429	1,803,193	

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	1,717,429
2	Enter amount from Part I, line 27a	2	85,764
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,803,193
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	1,803,193

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	140,219
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	89,047	1,924,879	0 04626
2011	91,437	1,973,317	0 04634
2010	94,823	2,012,532	0 04712
2009	88,920	1,826,601	0 04868
2008	69,521	1,997,511	0 03480

2	Total of line 1, column (d).	2	0 22320
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 04464
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,032,069
5	Multiply line 4 by line 3.	5	90,712
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,790
7	Add lines 5 and 6.	7	92,502
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	86,690

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		1	3,580
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			
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	3,580
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	3,580
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,200
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	5,700
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	7
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	2,113
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 2,113 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	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	No
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 <ul style="list-style-type: none">By language in the governing instrument, orBy 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 ▶N/A				
14	The books are in care of ▶FRANKLIN MONTGOMERY ESQ Telephone no ▶(302) 286-0200 Located at ▶2644 CAPITOL TRAIL SUITE 300 NEWARK DE ZIP +4 ▶19711			
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 ▶	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? <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 type="checkbox"/> Yes <input checked="" 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		No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
Max Habernickel III	Director	0		
250 Johns Island Drive Vero Beach,FL 32963	5 00			
Gael Habernickel	Director	0		
250 Johns Island Drive Vero Beach,FL 32963	5 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	1,923,264
b	Average of monthly cash balances.	1b	139,750
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,063,014
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	
3	Subtract line 2 from line 1d.	3	2,063,014
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,945
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,032,069
6	Minimum investment return. Enter 5% of line 5.	6	101,603

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	101,603
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,580
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,580
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	98,023
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	98,023
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	98,023

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	86,690
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	86,690
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	86,690
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				98,023
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			47,844	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 86,690				
a Applied to 2012, but not more than line 2a			47,844	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				38,846
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				59,177
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). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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))

See Additional Data Table

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

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

Duke and Gael Habernickel
2644 Capitol Trail Suite 300 Dept 6
Newark, DE 19711
(302) 286-0200

b

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

Applications for grants to the organization must be in writing through 501(c)(3) organizations and public charities. Grants are only distributed to public charities, not to individuals.

c

Any submission deadlines

None

d

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

The organization seeks to provide grants to support 501(c)(3) public charity-grants to hospitals, the arts, education, land preservation, libraries and religious institutions. The awards are made to organizations such as hospitals, universities, and religious institutions and other 501(c)(3) organizations regardless of geographic area within the United States of America.

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)				
<div><div>a</div><div>Paid during the year</div><div>See Additional Data TableSee Additional Data Table</div></div>				
<div>Total</div>			<div>3a</div>	86,690
<div><div>b</div><div>Approved for future payment</div></div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2014-07-18

Date

Title

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

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name ROBERT L MARSHALL CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00290149
Firm's name	MARSHALL & ASSOCIATES PLLC			Firm's EIN
Firm's address	3425 CLIFF SHADOWS PKWY STE 105 LAS VEGAS, NV 89129			Phone no (702) 724-0444

Form 990-PF (2013)

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)
15000 BARC 93% PPN BRIC BASKET 9/26/13 LNKED T	P	2011-09-23	2013-09-26
25000 BARC BREN SPX 11/20/13 10% BUFFER-1 5 XL	P	2012-11-02	2013-11-20
20000 BNP DELTA ONE MSCI WORLD TR 9/14/13 100L	P	2012-05-25	2013-06-14
20000 CS BREN ASIA BASKET 07/03/13 10% BUFFER	P	2012-06-15	2013-07-03
20000 CS BREN EAFE GIO 02/06/13 1% BUFFER	P	2012-01-20	2013-02-06
2735 EATON VANCE FLOATING RATE-I	P	2013-01-01	2013-06-24
2697 327 EATON VANCE GLOBAL MACRO-I	P	2010-11-02	2013-12-20
15000 GS 95% PP CMIT BASKET 11/18/13 LNKED TO	P	2011-11-11	2013-11-18
20000 GS BREN EAFE 12/04/13 10% BUFFER	P	2012-11-16	2013-12-04
25000 GS REN SPX 12/26/13 2 XLEV - 9 25% CAP	P	2012-12-07	2013-12-26
20000 HSBC DELTA ONE MSCI WORLD TR 6/14/13 100	P	2012-05-25	2013-06-14
20000 HSBC REN HSCEI 02/26/14 2 XLEV -18 15%CA	P	2013-02-08	2013-07-09
470 ISHARES MSCI EAFE INDEX FUND	P	2013-01-01	2013-12-31
20000 JPM BREN EAFE 06/12/13 10% BUFFER XLEV	P	2012-05-25	2013-06-12
3432 952 JPM HIGH YIELD FD - SEL FUND 3580 4 95%	P	2013-01-01	2013-05-07
1801 802 JPM INTL CURR INCOME FD -SEL FUND 3831 1	P	2010-11-02	2013-07-22
182 JPM LARGE CAP GROWTH FD - SEL FUND 3118	P	2011-04-14	2013-07-18
845 JPM STRAT INCOME OPPORT FD-SEL FUND 3844	P	2013-01-01	2013-06-24
5079 JPM US EQUITY FD-SEL FUND 1224	P	2013-01-01	2013-01-01
15000 SG BRENT CBEN 11/01/13 LNKD TO CO1 75% B	P	2012-10-19	2013-11-01
200 SPDR S&P 500 ETF TRUST	P	2013-01-01	2013-10-30
3311 JPM EQUITY INCOME FD-SEL FUND 3128	P	2013-01-01	2013-12-31
447 JPM MID CAP CORE FD-SEL FUND 2426	P	2012-10-17	2013-08-05
1193 733 JPM SHORT DURATION BOND FD-SEL FUND 3133	P	2009-08-26	2013-05-07
1696 JPM US EQUITY FD-INSTL FUND 1382	P	2009-02-13	2013-11-27
5625 116 PIMCO UNCONSTRAINED BOND-P	P	2013-01-01	2013-12-20
876 818 TIMESSQUARE MID CAP GROW-PRM	P	2009-02-13	2013-01-01
550 VANGUARD FTSE EMERGING MARKETS ETF	P	2009-02-13	2013-08-13
8005 469 VANGUARD INTM TRM INV G-INV	P	2013-01-01	2013-01-01
2532 928 EATON VANCE GLOBAL MACRO-I	P	2013-05-07	2013-12-20

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)
782 393 JPM INTL CURR INCOME FD -SEL FUND 3831 1	P	2010-11-02	2013-09-13
444 050 JPM EQUITY INCOME FD-SEL FUND 3128	P	2013-02-07	2013-09-13
2276 867 JPM SHORT DURATION BOND FD-SEL FUND 3133	P	2012-07-24	2013-03-22
1538 507 JPM SHORT DURATION BOND FD-SEL FUND 3133	P	2012-07-24	2013-05-07
840 VANGUARD FTSE EMERGING MARKETS ETF	P	2013-01-01	2013-08-05
115 VANGUARD FTSE EMERGING MARKETS ETF	P	2012-10-31	2013-08-13
2136 752 PIMCO UNCONSTRAINED BOND-P	P	2013-12-06	2013-12-20
350 SPDR S&P 500 ETF TRUST	P	2013-01-01	2013-12-31
Capital Gain Distributions	P	2013-01-01	2013-12-31

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)
14,894		15,461	-567
27,719		25,000	2,719
25,200		20,000	5,200
20,755		20,000	755
23,516		20,000	3,516
25,000		25,141	-141
25,463		27,126	-1,663
14,250		15,406	-1,156
23,348		20,000	3,348
29,625		25,000	4,625
25,200		20,000	5,200
15,400		20,000	-4,600
29,882		28,088	1,794
24,360		20,000	4,360
28,974		20,401	8,573
20,000		20,315	-315
5,000		3,944	1,056
10,000		9,760	240
65,140		34,216	30,924
16,710		15,000	1,710
35,262		28,645	6,617
40,000		33,710	6,290
10,000		8,090	1,910
13,107		12,928	179
25,000		11,023	13,977
62,495		65,000	-2,505
16,000		7,541	8,459
22,033		12,502	9,531
77,857		71,694	6,163
23,911		24,646	-735

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)
8,645		8,821	-176
4,907		4,998	-91
25,000		25,068	-68
16,893		16,939	-46
33,163		35,927	-2,764
4,607		4,773	-166
23,739		25,000	-1,261
56,855		53,609	3,246
26,081			26,081

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	
			-567
			2,719
			5,200
			755
			3,516
			-141
			-1,663
			-1,156
			3,348
			4,625
			5,200
			-4,600
			1,794
			4,360
			8,573
			-315
			1,056
			240
			30,924
			1,710
			6,617
			6,290
			1,910
			179
			13,977
			-2,505
			8,459
			9,531
			6,163
			-735


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	
			-176
			-91
			-68
			-46
			-2,764
			-166
			-1,261
			3,246
			26,081

Form 990PF Part XV Line 1a - 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).

Max Habernickel III
Gael Habernickel

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>				
MCKEE BOTANICAL GARDEN 350 US HIGHWAY 1 Vero Beach,FL 32962	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
VERO BEACH MUSEUM OF ART 3001 RIVERSIDE PARK DRIVE Vero Beach,FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	2,190
JOHN'S ISLAND FOUNDATION 6001 HIGHWAY A1A INDIAN RIVER SHORES,FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	2,000
RIVERSIDE THEATRE 3250 RIVERSIDE PARK DRIVE VERO BEACH,FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	10,000
ST ELIZABETHS CHURCH 169 FAIRMOUNT ROAD RIDGEWOOD,NJ 07450	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,500
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK,NY 10019	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
INDIAN RIVER LAND TRUST 80 ROYAL PALM POINTE STE 301 VERO BEACH,FL 32960	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	10,000
INDIAN RIVER MEDICAL CTR FOUNDATION 1000 36TH STREET VERO BEACH,FL 32960	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	35,000
GIFFORD YOUTH ACTIVITY CENTER 4875 43RD AVE VERO BEACH,FL 32967	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	10,000
SALVATION ARMY 2655 5th ST SW VERO BEACH,FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
BOYS AND GIRLS CLUB OF IRC 1729 17th Avenue VERO BEACH,FL 32964	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
ENVIRONMENTAL LEARNING CENTER 255 LIVE OAK DRIVE VERO BEACH,FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
THE LEARNING ALLIANCE P O BOX 643446 VERO BEACH,FL 32964	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	10,000
THE MONTCLAIR KIMBERLEY ACADEMY 201 VALLEY ROAD MONTCLAIR,NJ 07042	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
Total  3a				86,690

TY 2013 Accounting Fees Schedule

Name: DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

EIN: 20-5339152

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,260	0	0	0

TY 2013 Other Expenses Schedule

Name: DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

EIN: 20-5339152

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	3			

TY 2013 Other Professional Fees Schedule

Name: DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

EIN: 20-5339152

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	4,604	4,604	0	0

TY 2013 Taxes Schedule

Name: DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

EIN: 20-5339152

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENTS	2,980			
FOREIGN TAXES PAID	640	640		

JP Morgan Portfolio

	Cost	FMV
25,000 000 BNP REN SPX 4/9/14	25,000	28,376
5,646 388 JPM Equity Income FD-Sel (3128)	57,480	73,685
1,684 146 JPM Large Cap Growth Fd - Sel (3118)	36,562	53,522
9,769 623 JPM US Equity FD - Instl (1382)	76,761	137,752
30,000 000 SG REN SPX 10/16/14	30,000	32,019
530 000 SPDR S & P 500 ETF Fund	81,910	97,886
1,487 544 JPM TR I Midcap Core FD (2426)	26,910	32,190
4,733 439 Manager's AMG Funds - Timesquare	40,708	86,291
2,062 896 Artisan Int'l Value Fund - Inv	60,000	75,853
25,000 000 DB REN MXEA 8/6/14	25,000	27,037
4,121 379 Dodge and Cox Int'l Stock	127,688	177,384
540 000 Ishares MSCI EAFE Index FD	33,475	36,231
25,000 000 JPM REN MXEA 10/15/14	25,000	25,803
20,000 000 DB Market Plus SX5E 3/19/14	20,000	24,017
350 000 Vanguard FTSE Europe ETF	19,989	20,580
3,994 461 Matthews Pacific Tiger Instl Fund	47,040	99,741
821 918 JPM China Region FD - Sel (3810)	15,000	17,458
731 776 Oppenheimer Developing MKT-Y	26,000	27,486
2,534 854 JPM Global RES ENH Index-FD Sel	40,000	45,196
8,011 310 Goldman Sachs TR	85,000	85,401
10,664 966 INV Balanced-Risk Alloc-Y	130,000	126,806
4,106 776 Prudential Invt Portfolios 9	40,000	40,451
10,000 000 Barc Ben Brent 2/29/14	10,000	10,165
20,000 000 JPM Enhanced BETA Daily Return	20,000	20,378
600 000 SPDR Gold Trust	54,620	69,672
8,826 950 Doubleline Fds TR	100,000	95,155
5,125 850 Eaton Vance Floating Rate 1	44,856	47,107
7,418 290 JPM Strat Income Opport FD-SEL (3844)	85,444	88,204
3,886 010 JPM Core Bnd FD - SEL (3720)	45,000	44,573
12,062 820 JPM Short Duration Bond FD-SEL (3133)	129,168	131,364
3,723 590 JPM Inflation Mgd Bond Fd-Sel (2037)	39,880	38,651
5,412 720 Blackrock High Yield Bond	40,000	44,438
1,070 660 Dreyfus Emg Mkt Debt LOC C-1	15,000	14,850
Total	1,653,490	1,975,722