Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THE JOSHUA MAILMAN FOUNDATION

% TAXPAYER

Number and street (or P O box number if mail is not delivered to street address)
HECHT AND CO 350 FIFTH AVE
Suite 68FL

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10118

A Employer identification number
20-5520413

B Telephone number (see instructions)
(212) 819-8020

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 16,864,135

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	117,025			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	202	202		
	4	Dividends and interest from securities	504,812	504,812		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-357,719			
	b	Gross sales price for all assets on line 6a 2,659,449				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)	-1,340,318	-145,937		
	12	**Total.** Add lines 1 through 11	-1,075,998	359,077		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	51,799	25,900	0	25,899
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	797	547		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	77,212	69,775		7,437
	24	**Total operating and administrative expenses.** Add lines 13 through 23	129,808	96,222	0	33,336
	25	Contributions, gifts, grants paid	801,480			801,480
	26	**Total expenses and disbursements.** Add lines 24 and 25	931,288	96,222	0	834,816
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,007,286			
	b	**Net investment income** (if negative, enter -0-)		262,855		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	1,785,519	874,895	874,923
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)	5,164,443	4,993,212	6,107,408
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)	6,983,026	6,057,595	9,881,804
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)	13,932,988	11,925,702	16,864,135
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	25,874,098	25,874,098	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	-11,941,110	-13,948,396	
30 **Total net assets or fund balances** (see page 17 of the instructions)	13,932,988	11,925,702	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,932,988	11,925,702	

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	13,932,988
2	Enter amount from Part I, line 27a	2	-2,007,286
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,925,702
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	11,925,702

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE SCHEDULE # 5	P		
b	SEE ATTACHED SCHEDULE # 5	P		
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	1,143,160		1,139,238	3,922
b	1,516,289		1,877,930	-361,641
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				3,922
b				-361,641
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	-357,719
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	753,884	14,512,923	0 051946
2011	955,140	15,018,758	0 063596
2010	918,491	15,371,344	0 059753
2009	815,727	16,005,422	0 050966
2008	1,103,024	17,921,647	0 061547

2	**Total** of line 1, column (d).	2	0 287808
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 057562
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	16,882,643
5	Multiply line 4 by line 3.	5	971,799
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,629
7	Add lines 5 and 6.	7	974,428
8	Enter qualifying distributions from Part XII, line 4.	8	834,816

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	5,257
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	5,257
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	5,257
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,634		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	16,634
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,377
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 11,377 **Refunded** ▶			11	

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)?	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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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? *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, NY			
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)*

			Yes	No
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 ▶NONE

14 The books are in care of ▶TAXPAYER Telephone no ▶(212) 819-8020

Located at ▶C/O HECHT 350 FIFTH AVENUE -68TH F NEW YORK NY ZIP+4 ▶10118

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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	
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶ CA			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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		
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? ☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PHYLLIS MAILMAN JOSHUA MAILMAN FOUNDATION NEW YORK, NY 10118	VP 7 0	0	0	0
JOSHUA MAILMAN JOSHUA MAILMAN FOUNDATION NEW YORK, NY 10118	PRESIDENT 7 0	0	0	0
JOSEPH V HASTINGS JOSHUA MAILMAN FOUNDATION NEW YORK, NY 10118	SECY/TREAS 1 8	0	0	0

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

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

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
HECHT AND COMPANY PC 350 5TH AVE 68TH FLOOR NEW YORK, NY 10118	ACCOUNTING FEES	51,799
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 NONE	
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 NONE	
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	5,986,132
b	Average of monthly cash balances	1b	1,271,803
c	Fair market value of all other assets (see instructions)	1c	9,881,804
d	**Total** (add lines 1a, b, and c)	1d	17,139,739
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	17,139,739
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,096
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,882,643
6	**Minimum investment return.** Enter 5% of line 5	6	844,132

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	844,132
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,257		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	250		
c	Add lines 2a and 2b			2c	5,507
3	Distributable amount before adjustments Subtract line 2c from line 1			3	838,625
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	838,625
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	838,625

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	834,816
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	834,816
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	834,816

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					838,625
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 2010 , 2009			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	206,942				
b From 2009.	21,857				
c From 2010.	149,924				
d From 2011.	207,232				
e From 2012.	34,503				
f Total of lines 3a through e.		620,458			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 834,816					
a Applied to 2012, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		203,133			
d Applied to 2013 distributable amount.					631,683
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		206,942			206,942
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		616,649			
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.					
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)					
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		616,649			
10 Analysis of line 9					
a Excess from 2009. . . .	21,857				
b Excess from 2010. . . .	149,924				
c Excess from 2011. . . .	207,232				
d Excess from 2012. . . .	34,503				
e Excess from 2013. . . .	203,133				

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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE # 3 350 FIFTH AVE 68TH FL NEW YORK, NY 10118	NO RELATION	PC	UNRESTRICTED CHARITIBLE PURPOSE UNLESS OTHERWISE NOTED	801,480
Total . . . . ▶ **3a**				801,480
b *Approved for future payment*				
SEE SCHEDULE # 4 350 FIFTH AVE 68 FL NEW YORK, NY 10118	NO RELATION	PC	UNRESTRICTED CHARITIBLE PURPOSE UNLESS OTHERWISE NOTED	150,000
Total . . . . ▶ **3b**				150,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	202	
4 Dividends and interest from securities. . . .			14	504,812	
5 Net rental income or (loss) from real estate					
a Debt-financed property.	531390	2,134			
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-357,719	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a NON-UBT INCOME FROM PARTNERSHIPS			01	-145,937	
b OTHER INVESTMENT INCOME/<LOSS>	623000	-1,196,515			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-1,194,381		1,358	

13 Total. Add line 12, columns (b), (d), and (e). . . . . 13 -1,193,023

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
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

******	2014-11-17	******
Signature of officer or trustee	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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
STEVEN STERN				P00180118
Firm's name ▶ HECHT AND COMPANY PC			Firm's EIN ▶	
Firm's address ▶ 350 5TH AVENUE - 68TH FL NEW YORK, NY 101180110			Phone no (212) 819-8020	

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
THE JOSHUA MAILMAN FOUNDATION

Employer identification number
20-5520413

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 33 1/3% 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 990PF, 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 JOSHUA MAILMAN FOUNDATION

Employer identification number
20-5520413

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	UNDERDOG FOUNDATION 625 BROADWAY SUITE 1001 NEW YORK, NY 10012	$ 97,025	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHARLES CRYSTLE 327 NORTH DUKE STREET 2 LANCASTER, PA 17602	$ 20,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE JOSHUA MAILMAN FOUNDATION

Employer identification number
20-5520413

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
		$	

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

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

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

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

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

Name of organization
THE JOSHUA MAILMAN FOUNDATION

Employer identification number
20-5520413

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

TY 2013 Accounting Fees Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE ATTRIBUTABLE TO				
INVESTMENT MATTERS	51,799	25,900		
PREPARATION OF FORM 990PF &				
ATTORNEY GENERAL REPORT &				
ADMINISTRATION				25,899

TY 2013 All Other Program Related Investments Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Category	Amount
NONE	

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

TY 2013 Depreciation Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

TY 2013 Distribution from Corpus Election

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Election: THE JOSHUA MAILMAN FOUNDATION HEREBY ELECTS TO TREAT $203,133 OF THE QUALIFYING DISTRIBUTIONS OF THE FOUNDATION FOR THE YEAR ENDED DECEMBER 31, 2013 AS HAVING BEEN MADE OUT OF CORPUS IN ACCORDANCE WITH REGULATION 53.4942(A)-3(D)(2)

TY 2013 Investments Corporate Stock Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE SCHEDULE # 6	4,993,212	6,107,408

TY 2013 Investments - Land Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

TY 2013 Investments - Other Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
.			
INVESTMENT IN:			
DIVERSIFIED ARBITRAGE FUND		0	0
MOUNTAINVIEW GARDENS		22,012	22,012
NAPO PHARMACEUTICAL		275,000	275,000
UTAH VENTURES III LP AT RISK		0	293,388
UV PARTNERS IV, LP		840,082	1,121,000
JUNIPER FUND FOR HEALTHCARE		74,339	71,681
CLEAN TECHNOLOGY II LP		133,613	119,018
DIGITAL INNOVATION GROUP		10,000	10,000
PASSPORT GLOBAL STG II FUND		262,081	50,582
PASSPORT VENTURES LLC		0	0
SMALL POTATOES URBAN DELIVER		149,782	529,000
FTL VENTURES LLC NOTE		450,000	0
FTL SOLAR LLC-AT RISK LIMIT		0	0
CASCADE SETTLEMENT FD I LLC		716,560	4,000,000
DANCING DEER BAKING CO. INC.		100,000	83,000
QUEST GROWTH PART - AT RISK		0	0
GREENSPACE DEV'L LLC		487,540	300,000
BETTER ENERGY SYS. PFD & WAR		0	0
RENEWAL FUNDING PFD STOCK		206,215	390,000
SWEETGREEN INC. PFD STOCK		50,000	235,000
RSF MEZZANINE FUND LP		173,390	158,651
CATCHAFIRE INC PFD/CONV NOTE		101,125	217,617
HOT BREAD KITCHEN (PROGRAM)		60,000	60,000
EVERYONE COUNTS COM & PFD		1,422,333	1,422,333
CITY LIGHT CARBON LLC		0	0
GRASSROOTS BUSINESS FD I LP		60,000	60,000
TARGET RESORCES GIFTED STOCK		1	0
RELIANTHEART		250,000	250,000

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DELCARA INC, CONV NOTE		40,000	40,000
DUE FROM MAILMAN FOUNDATION		173,522	173,522

TY 2013 Land, Etc. Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

TY 2013 Other Expenses Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEW YORK DEPT OF LAW FEE	750			750
NY PUBLIC INSPECTION AD	135			135
CORPORATE REPRESENTATION FEES	365			365
CONFERENCE EXPENSES	6,162			6,162
DELAWARE STATE FILING FEE	25			25
INVESTMENT EXPENSES				
-INVESTMENT FEE - NEUBERGER	49,606	49,606		
-INV FEE - SELECT EQUITY	18,881	18,881		
-CUSTODY FEES-SCHWAB/WELLS FAR	1,288	1,288		

TY 2013 Other Income Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PORTFOLIO - NON-UBIT INCOME(LOSS)			
THRU PASSPORT VENTURES LLC	13,160	13,160	
THRU RFS MEZZANINE FUND	-86,961	-86,961	
THRU MOUNTAINVIEW GARDENS	7	7	
THRU JUNIPER'S FUND FOR HEALTH CARE	-383	-383	
THRU CASCADE SETTLEMENT FUND I LLC	526	526	
THRU CITY LIGHT CARBON LLC	-48,054	-48,054	
THRU UV PARTNERS IV LP	-21,490	-21,490	
THRU APOLLO MANG PTP	2,024	2,024	
THRU CLEAN TECHNOLOGY II LP	-4,766	-4,766	
UBTI INCOME (LOSS)			
DEBT FINANCED INCOME			
THRU MOUNTAINVIEW GARDENS	2,134		
TRADE OR BUSINESS			
THRU JUNIPER'S FUND FOR HEALTH CARE	29,516		
THRU CASCADE SETTLEMENT FUND I LLC	-1,226,042		
THRU GREENSPACE DEV'L LLC	-232		
THRU APOLLO MANG PTP	243		

TY 2013 Taxes Schedule

Name: THE JOSHUA MAILMAN FOUNDATION

EIN: 20-5520413

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	547	547		
NYS CORPORATE TAXES	250			

JOSHUA MAILMAN FOUNDATION
LIST OF GRANT PAID
January through December 2013

Name	Date	Amount	Memo
Lincoln Center Theater	01/02/2013	25,000 00	
Rosenberg Fund for Children	01/02/2013	5,000 00	
Davis-Putter Scholarship Fund	01/02/2013	10,000 00	
Make the Road New York Development	01/02/2013	10,000 00	
Phoenix House Foundation	01/03/2013	1,000 00	
Lincoln Ctr for the Performing Arts, Inc	01/03/2013	5,000 00	
The Magnum Foundation	01/07/2013	5,000 00	
MAPS	01/07/2013	10,000 00	
American Museum of Natural History	02/21/2013	10,000 00	
The Metropolitan Opera	03/01/2013	25,000 00	
Rainforest Action Network	03/05/2013	250 00	
International Women's Health Coalition	03/11/2013	25,000 00	Gala
Northside Center for Child Development	03/12/2013	10,000 00	
The New York Philharmonic	04/12/2013	10,000 00	
Echoing Green Foundation	04/19/2013	48,350 00	
Int'l Funders for Indigenous Peoples	05/07/2013	10,000 00	
Museum for African Art	05/07/2013	30,000.00	
Thirteen/WNET	05/09/2013	15,000 00	
Human Rights First	05/13/2013	10,000 00	
Confluence Philanthropy	05/13/2013	3,500 00	
North Star Fund	05/15/2013	25,000 00	
Doctors Without Borders	05/21/2013	1,000 00	
Ms Foundation for Women	06/04/2013	25,000 00	
Threshold Foundation	06/11/2013	10,000 00	
Congregation Emanu-El	06/12/2013	11,880 00	
Center for Mind Body Medicine	06/12/2013	2,250 00	
IC Foundatio	06/12/2013	2,500 00	
William James Foundation	06/14/2013	10,000 00	
Independent Media Institute	06/14/2013	10,000 00	
Farmworker Justice Fund, Inc	06/14/2013	10,000 00	
Lincoln Center Theater	06/25/2013	25,000 00	Gersten Production Fund
Threshold Foundation	06/27/2013	50,000 00	
Columbia University (MSPH)	07/01/2013	20,000 00	Dean's New Ventures Fund
Hudson Valley Shakespeare Festival	07/01/2013	250 00	Shakespeare in Our Schools
Culture Project	07/01/2013	20,000 00	
Green America	07/31/2013	10,000.00	Documentary film
Center for Investigative Reporting	08/06/2013	5,000 00	
The Hygeia Foundation	08/14/2013	4,000 00	Hygeia Emergency Fund
WILD Foundation	08/14/2013	5,000 00	
Columbia U Mailman School of Publ Health	08/28/2013	50,000 00	
Social Venture Network, Inc	09/04/2013	22,000 00	
Afropop Worldwide	09/16/2013	13,500 00	
GMHC	09/23/2013	10,000 00	
Rubin Museum of Art	09/26/2013	6,500.00	Nine Rivers Gala
The New 42nd Street, Inc	10/14/2013	5,000 00	
IC Foundation	10/18/2013	10,000 00	
Synergos Institute Inc	11/04/2013	50,000 00	
New York Open Center, Inc	11/14/2013	1,000 00	
Columbia U Coll of Physicians & Surgeons	11/15/2013	1,500 00	
Friends of UNFPA, Inc	11/20/2013	2,500 00	

JOSHUA MAILMAN FOUNDATION
LIST OF GRANT PAID
January through December 2013

Name	Date	Amount	Memo
New Venture Fund	12/02/2013	2,000 00	
Citymeals-on-Wheels	12/05/2013	5,000 00	
Fund for Global Human Rights	12/05/2013	50,000 00	
Witness	12/09/2013	5,000 00	
West Side Montessori School	12/17/2013	2,500 00	Annual Fund
Threshold Foundation	12/17/2013	50,000 00	
Total Grants		801,480 00	

JOSHUA MAILMAN FOUNDATION
ID # 20-5520413
SCHEDULE OF CAPITAL GAINS
12/31/2013

	SALES PRICE	COST	GAIN/ (LOSS)
SHORT TERM			
SEE SCHEDULE 2	**1,143,160**	**1,139,238**	**3,922**
TOTAL SHORT TERM	1,143,160	1,139,238	3,922
LONG TERM			
SEE SCHEDULE 1	**1,329,264**	**1,128,095**	**201,169**
INSTITUTIONAL DIVERSIFIED ARB EXCESS CASH	**60,004**	**0**	**60,004**
253,6070 SHS BETTER ENERGY SYSTEM, INC	**0**	**250,000**	**-250,000**
THRU UTAH VENTURES III LP EXCESS CASH	**25,526**	**0**	**25,526**
PASSPORT VENTURES LLC	**0**	**499,835**	**-499,835**
RSF MEZZANINE FUND LP	**19,192**	**0**	**19,192**
THRU CASCADE SETTLE SERVICE LLC	**77,321**	**0**	**77,321**
THRU CITY LIGHT CARBON LLC	**972**	**0**	**972**
THRU APOLLO GLOBAL LLC - PORTFOLIO	**4,010**	**0**	**4,010**
TOTAL LONG TERM CAPITAL GAINS	1,516,289	1,877,930	-361,641
FORM CAPITAL GAIN/LOSS	2,659,449	3,017,168	-357,719

SCHEDULE # 5

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

LONG TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Long Term
5/7/2010	1/7/2013	107	PATTERSON COS INC	3,148	3,709	561
8/24/2010	1/7/2013	10	PATTERSON COS INC	266	347	81
10/3/2011	1/7/2013	1	TRANSDIGM GROUP INC	80	140	60
10/3/2011	1/7/2013	32	TRANSDIGM GROUP INC	2,495	4,486	1,991
10/4/2011	1/7/2013	2	TRANSDIGM GROUP INC	151	280	130
4/6/2010	1/7/2013	25	WABTEC	1,082	2,228	1,146
8/1/2008	1/9/2013	40	PERKINELMER INC	1,160	1,306	146
8/7/2008	1/9/2013	135	PERKINELMER INC	3,931	4,407	476
8/7/2008	1/9/2013	10	PERKINELMER INC	291	332	40
8/7/2008	1/15/2013	75	PERKINELMER INC	2,184	2,607	423
9/4/2008	1/15/2013	95	PERKINELMER INC	2,555	3,302	748
3/23/2011	1/17/2013	110	HARRY WINSTON DIAMOND	1,576	1,636	60
9/4/2008	1/23/2013	10	PERKINELMER INC	269	345	76
9/18/2008	1/23/2013	70	PERKINELMER INC	1,841	2,412	571
10/1/2008	1/23/2013	80	PERKINELMER INC	1,950	2,757	807
4/26/2011	1/30/2013	27	AMETEK INC	841	1,109	268
5/1/2011	1/30/2013	78	AMETEK INC	2,401	3,204	803
5/1/2011	1/31/2013	5	AMETEK INC	154	206	52
1/15/2010	1/31/2013	15	SIGNET JEWELERS LTD	423	929	507
1/15/2010	1/31/2013	4	SIGNET JEWELERS LTD	113	248	135
2/1/2010	1/31/2013	1	SIGNET JEWELERS LTD	27	62	35
5/1/2011	2/1/2013	59	AMETEK INC	1,832	2,441	610
5/6/2011	2/1/2013	35	AMETEK INC	1,059	1,457	398
8/11/2006	2/1/2013	35	KIRBY CORP	1,078	2,360	1,281
8/24/2006	2/1/2013	65	KIRBY CORP	1,880	4,382	2,502
5/20/2010	2/4/2013	18	SIGMA ALDRICH	945	1,390	445

SCHEDULE # 1 .

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

LONG TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Long Term
6/1/2010	2/4/2013	32	SIGMA ALDRICH	1,679	2,471	791
2/1/2010	2/4/2013	5	SIGNET JEWELERS LTD	137	310	173
10/1/2008	2/5/2013	50	PERKINELMER INC	1,219	1,739	520
10/24/2008	2/5/2013	25	PERKINELMER INC	438	869	431
12/12/2008	2/5/2013	5	PERKINELMER INC	69	174	105
4/6/2010	2/5/2013	21	WABTEC	909	1,967	1,059
4/7/2010	2/5/2013	29	WABTEC	1,196	2,717	1,521
4/26/2010	2/6/2013	12	PERRIGO CO	722	1,291	570
5/1/2010	2/6/2013	28	PERRIGO CO	1,775	3,013	1,238
12/18/2009	2/7/2013	700	INTL. BUSINESS MACHINES CORP	89,282	142,890	53,607
12/12/2006	2/7/2013	1400	LOEWS CORP	57,439	61,306	3,867
3/3/2011	2/7/2013	1200	METLIFE INC	51,900	44,955	(6,945)
2/2/2010	2/8/2013	135	BLOUNT INTERNATIONAL INC	1,529	2,293	765
2/9/2010	2/8/2013	105	BLOUNT INTERNATIONAL INC	1,126	1,784	658
4/7/2010	2/15/2013	5	WABTEC	206	484	278
4/7/2010	2/20/2013	55	WABTEC	2,268	5,318	3,050
4/7/2010	2/21/2013	11	WABTEC	454	1,062	608
5/11/2010	2/21/2013	10	WABTEC	473	965	492
7/1/2010	2/21/2013	34	WABTEC	1,356	3,282	1,926
10/5/2010	2/25/2013	79	GARMIN LTD	2,428	2,804	377
12/15/2010	2/25/2013	41	GARMIN LTD	1,289	1,455	166
8/24/2006	2/25/2013	20	KIRBY CORP	579	1,519	941
8/29/2006	2/25/2013	57	KIRBY CORP	1,656	4,368	2,711
11/21/2006	2/25/2013	12	KIRBY CORP	452	949	498
2/9/2010	3/7/2013	35	BLOUNT INTERNATIONAL INC	375	534	158
2/23/2010	3/7/2013	130	BLOUNT INTERNATIONAL INC	1,400	1,982	582
3/11/2010	3/7/2013	166	BLOUNT INTERNATIONAL INC	1,801	2,531	730

SCHEDULE # 1 .

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

LONG TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Long Term
5/3/2010	3/7/2013	99	BLOUNT INTERNATIONAL INC	1,120	1,509	390
3/23/2011	3/7/2013	220	HARRY WINSTON DIAMOND	3,152	3,419	268
7/1/2010	3/8/2013	26	WABTEC	1,037	2,575	1,538
8/20/2010	3/8/2013	24	WABTEC	1,017	2,377	1,359
5/6/2011	3/11/2013	114	AMETEK INC	3,415	4,840	1,425
5/10/2011	3/11/2013	5	AMETEK INC	165	233	68
6/1/2010	3/11/2013	8	SIGMA ALDRICH	420	624	204
6/3/2010	3/11/2013	27	SIGMA ALDRICH	1,430	2,107	676
12/5/2011	3/14/2013	235	C B RICHARD ELLIS GROUP	4,036	5,893	1,857
12/7/2011	3/14/2013	20	C B RICHARD ELLIS GROUP	328	502	173
11/21/2006	3/15/2013	45	KIRBY CORP	1,626	3,440	1,814
5/1/2010	3/28/2013	12	PERRIGO CO	761	1,417	656
5/20/2010	3/28/2013	20	PERRIGO CO	1,132	2,362	1,230
9/1/2010	3/28/2013	23	PERRIGO CO	1,311	2,716	1,405
9/1/2010	4/25/2013	22	PERRIGO CO	1,254	2,642	1,388
6/1/2011	4/25/2013	28	PERRIGO CO	2,378	3,362	984
5/10/2011	4/26/2013	105	AMETEK INC	3,143	4,252	1,109
6/3/2010	4/26/2013	23	SIGMA ALDRICH	1,218	1,782	564
6/8/2010	4/26/2013	20	SIGMA ALDRICH	1,002	1,550	548
6/21/2010	4/26/2013	22	SIGMA ALDRICH	1,191	1,705	514
6/21/2010	4/29/2013	13	SIGMA ALDRICH	704	1,006	302
7/27/2010	4/29/2013	15	SIGMA ALDRICH	855	1,160	305
10/5/2010	4/29/2013	37	SIGMA ALDRICH	2,292	2,863	570
12/12/2008	5/1/2013	140	PERKINELMER INC	1,939	4,288	2,349
12/12/2008	5/1/2013	145	PERKINELMER INC	2,008	4,385	2,377
8/20/2010	5/10/2013	26	WABTEC	1,102	2,745	1,643
12/1/2010	5/10/2013	39	WABTEC	1,841	4,117	2,276

SCHEDULE # 1 .

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

LONG TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Long Term
10/5/2010	5/21/2013	5	SIGMA ALDRICH	310	415	105
10/5/2010	5/22/2013	13	SIGMA ALDRICH	805	1,088	282
10/21/2010	5/22/2013	17	SIGMA ALDRICH	1,056	1,422	366
12/1/2010	5/22/2013	30	WABTEC	1,416	3,370	1,954
6/1/2011	5/23/2013	22	PERRIGO CO	1,868	2,637	769
2/3/2012	5/23/2013	18	PERRIGO CO	1,707	2,158	450
3/7/2011	6/5/2013	27	SIGMA ALDRICH	1,724	2,241	517
10/21/2010	6/5/2013	58	SIGMA ALDRICH	3,603	4,814	1,211
8/9/2011	6/11/2013	91	PAYCHEX INC	2,385	3,367	983
8/11/2011	6/11/2013	4	PAYCHEX INC	105	148	43
12/1/2010	6/12/2013	70	WABTEC	1,652	3,811	2,159
3/7/2011	6/13/2013	20	SIGMA ALDRICH	1,277	1,631	354
1/3/2011	6/18/2013	76	WABTEC	2,031	4,103	2,072
12/1/2010	6/18/2013	2	WABTEC	47	108	61
2/14/2012	7/11/2013	1600	ALLSTATE CORP	49,314	80,282	30,968
2/3/2012	7/15/2013	47	PERRIGO CO	4,458	5,992	1,534
12/7/2011	7/25/2013	70	C B RICHARD ELLIS GROUP	1,148	1,691	543
12/7/2011	7/25/2013	40	C B RICHARD ELLIS GROUP	656	966	310
12/9/2011	7/25/2013	20	C B RICHARD ELLIS GROUP	311	484	173
12/9/2011	7/25/2013	5	C B RICHARD ELLIS GROUP	78	121	43
5/18/2012	7/25/2013	5	SCRIPPS NETWORKS	268	360	93
5/18/2012	7/25/2013	5	SCRIPPS NETWORKS	268	360	93
3/7/2011	7/25/2013	5	SIGMA ALDRICH	319	423	103
3/7/2011	7/25/2013	48	SIGMA ALDRICH	3,065	4,042	977
9/20/2011	7/25/2013	12	SIGMA ALDRICH	775	1,010	236
9/20/2011	7/25/2013	8	SIGMA ALDRICH	517	664	148
9/23/2011	7/25/2013	40	SIGMA ALDRICH	2,418	3,320	903

SCHEDULE # 1 .

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

LONG TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Long Term
9/26/2011	7/25/2013	20	SIGMA ALDRICH	1,220	1,660	440
5/18/2012	7/30/2013	29	SCRIPPS NETWORKS	1,552	2,088	536
5/10/2011	8/9/2013	32	AMETEK INC	958	1,510	553
6/1/2011	8/9/2013	113	AMETEK INC	3,183	5,333	2,150
6/29/2012	9/6/2013	155	HEICO CORP	6,061	9,954	3,893
8/7/2009	9/11/2013	10000	MORGANS HOTEL GROUP CO	51,401	68,988	17,587
8/10/2009	9/11/2013	33271	MORGANS HOTEL GROUP CO	177,113	229,529	52,415
8/11/2009	9/11/2013	6729	MORGANS HOTEL GROUP CO	35,803	46,422	10,618
5/10/2011	9/12/2013	54	AMPHENOL CORP CL A	3,049	4,114	1,064
8/9/2011	9/12/2013	6	AMPHENOL CORP CL A	255	457	202
8/31/2012	9/24/2013	45	WOLVERINE WORLD WIDE INC.	2,069	2,519	450
9/7/2012	9/24/2013	70	WOLVERINE WORLD WIDE INC.	3,326	3,919	593
9/7/2012	10/8/2013	25	WOLVERINE WORLD WIDE INC.	1,188	1,470	282
9/11/2012	10/8/2013	40	WOLVERINE WORLD WIDE INC.	1,771	2,351	580
9/11/2012	10/18/2013	75	WOLVERINE WORLD WIDE INC.	3,321	4,434	1,113
9/11/2012	10/18/2013	5	WOLVERINE WORLD WIDE INC.	215	296	81
12/12/2008	10/22/2013	15	PERKINELMER INC	208	557	349
8/1/2010	10/22/2013	20	PERKINELMER INC	385	742	358
12/15/2010	10/24/2013	45	GARMIN LTD	1,415	2,205	790
12/15/2010	10/24/2013	25	GARMIN LTD	786	1,224	438
12/15/2010	10/25/2013	4	GARMIN LTD	126	197	71
12/31/2010	10/25/2013	80	GARMIN LTD	2,479	3,944	1,465
1/13/2011	10/25/2013	6	GARMIN LTD	185	296	110
1/13/2011	10/25/2013	40	GARMIN LTD	1,232	1,979	748
5/10/2010	10/31/2013	15000	MORGANS HOTEL GROUP CO	120,193	106,875	(13,318)
5/10/2010	11/1/2013	20121	MORGANS HOTEL GROUP CO	161,226	143,713	(17,514)
3/24/2011	11/1/2013	14879	MORGANS HOTEL GROUP CO	142,346	106,272	(36,074)

SCHEDULE # 1 .

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

LONG TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Long Term
11/19/2012	11/27/2013	90	HARLEY DAVIDSON INC	4,130	6,055	1,926
11/20/2012	11/27/2013	65	HARLEY DAVIDSON INC	3,039	4,374	1,335
6/29/2012	12/3/2013	31	HEICO CORP	978	1,768	791
8/6/2012	12/3/2013	24	HEICO CORP	655	1,344	688
9/11/2012	12/12/2013	160	WOLVERINE WORLD WIDE INC.	3,441	5,274	1,833
12/11/2012	12/16/2013	85	SCRIPPS NETWORKS	4,803	6,913	2,110
12/11/2012	12/16/2013	29	SCRIPPS NETWORKS	1,639	2,348	709
12/14/2012	12/16/2013	51	SCRIPPS NETWORKS	3,002	4,129	1,127
			TOTAL LONG TERM	1,128,096	1,329,265	201,169

SCHEDULE # 1 .

JOSHUA MAILMAN FOUNDATION
PLEDGES A/S 12/31/2013
 # 20-5520413

ORGANIZATION	AMOUNT
SYNERGOS INSTITUTE	150,000
TOTAL PLEDGES	150,000

SCHEDULE # 4

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

SHORT TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term
4/15/2013	4/25/2013	67	BROOKFIELD PROPERTY PART	1,476	1,410	(66)
5/18/2012	5/14/2013	46	SCRIPPS NETWORKS	2,462	3,177	715
5/17/2012	5/14/2013	64	SCRIPPS NETWORKS	3,454	4,421	966
12/27/2012	6/27/2013	200000	US TREASURY BILL DUE 12/12/13	199,759	199,897	138
12/11/2012	7/30/2013	41	SCRIPPS NETWORKS	2,317	2,952	635
8/31/2012	8/19/2013	55	WOLVERINE WORLD WIDE INC.	2,529	3,155	626
12/27/2012	8/21/2013	150000	US TREASURY BILL DUE 12/12/13	149,819	149,971	152
12/27/2012	9/3/2013	250000	US TREASURY BILL DUE 12/12/13	249,698	249,963	265
4/15/2013	9/12/2013	5	VITAMIN SHOPPE INC	244	211	(33)
11/19/2012	9/13/2013	10	HARLEY DAVIDSON INC	459	632	173
11/19/2012	9/13/2013	100	HARLEY DAVIDSON INC	4,686	6,319	1,634
4/15/2013	9/20/2013	105	VITAMIN SHOPPE INC	5,119	4,250	(869)
4/16/2013	9/20/2013	15	VITAMIN SHOPPE INC	788	607	(180)
4/16/2013	10/24/2013	5	VITAMIN SHOPPE INC	263	224	(38)
4/16/2013	10/29/2013	84	VITAMIN SHOPPE INC	4,411	3,728	(683)
4/18/2013	10/29/2013	40	VITAMIN SHOPPE INC	2,097	1,775	(322)
5/9/2013	10/29/2013	45	VITAMIN SHOPPE INC	2,221	1,997	(224)
5/8/2013	10/29/2013	34	VITAMIN SHOPPE INC	1,663	1,509	(154)
5/21/2013	10/29/2013	7	VITAMIN SHOPPE INC	313	311	(3)
5/21/2013	11/8/2013	13	VITAMIN SHOPPE INC	582	650	69

JOSHUA MAILMAN FOUNDATION
REALIZED GAINS AND LOSSES
20-5520413
From 01-01-13 Through 12-31-13

SHORT TERM

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term
6/11/2013	11/8/2013	60	VITAMIN SHOPPE INC	2,780	3,001	221
5/22/2013	11/8/2013	60	VITAMIN SHOPPE INC	2,702	3,001	299
12/27/2012	12/12/2013	500000	US TREASURY BILL DUE 12/12/13	499,396	500,000	604
	TOTAL SHORT TERM			1,139,238	1,143,160	3,922

SCHEDULE # 2 .

JOSHUA MAILMAN FOUNDATION
CORPORATE STOCK
20-5520413
From 01-01-13 Through 12-31-13
FORM 990-PF, PART II, LINE 10 (b)

Quantity	Security	TOTAL Cost	MARKET Value
STOCK			
318	AIRGAS INC	28,320	35,568
125,000	AMERICAN APPAREL INC	356,123	153,750
548	AMETEK INC	17,890	28,863
443	AMPHENOL CORP CL A	25,087	39,507
3,700	ANADARKO PETE CORP	225,518	293,484
2,000	AON PLC SHS CL A	110,628	167,780
600	APACHE CORP	59,667	51,564
1,900	APOLLO GLOBAL MANAGEMENT LLC	37,265	60,059
341	BLOUNT INTERNATIONAL INC	3,768	4,934
1,500	BOEING CO	112,106	204,735
1,173	BROOKFIELD ASSET MANAG.	27,180	45,548
1,550	C B RICHARD ELLIS GROUP	30,302	40,765
680	CABELAS INC.	44,546	45,329
28,000	CEMPRA INC	248,407	346,920
9,700	DENBURY RES INC	148,438	159,371
1,468	DENTSPLY INTL INC NEW	55,821	71,169
6,200	ENSCO PLC NEW CLASS A	358,052	354,516
300	FEDEX CORPORATION	28,266	43,131
608	FIRST REPUBLIC BANK SAN FRAN	16,358	31,829
12,288	FUISION-IO	22,016	109,486
659	GARMIN LTD	23,826	30,439
933	HARLEY DAVIDSON INC	46,552	64,601
164	HEICO CORP	4,519	9,489
362	IHS INC	22,708	43,331
2,600	INTL. BUSINESS MACHINES CORP	331,620	487,682
15,000	IVIVI TECHNOLOGIES INC	51,685	2
695	KIRBY CORP	28,285	68,979
3,000	LENNAR CORP CL A	97,578	118,680
5,000	LOEWS CORP	162,578	241,200
86	MARKEL CORP	34,970	49,910
700	MICROS SYSTEMS	30,080	40,159
3,400	MICROSOFT CORP	100,754	127,194
8,000	MISSION NEWENERGY LTD	161,608	88

SCHEDULE #6

JOSHUA MAILMAN FOUNDATION
CORPORATE STOCK
20-5520413
From 01-01-13 Through 12-31-13
FORM 990-PF, PART II, LINE 10 (b)

Quantity	Security	TOTAL Cost	MARKET Value
STOCK			
393	MOHAWK INDUSTRIES INC	42,976	58,518
450	MSC INDUSTRIAL DIRECT CO INC	30,948	36,392
588	O REILLY AUTOMOTIVE NEW	42,355	75,681
1,850	OCCIDENTAL PETE CORP	147,626	175,935
5,800	ORACLE CORP	140,127	221,908
5,739	ORION ENERGY SYSTEMS INC	20,479	39,025
630	PALL CORP	37,043	53,771
709	PAYCHEX INC	20,388	32,281
320	PERKINELMER INC	6,636	13,194
8,400	PFIZER INC	145,737	257,292
1,800	REINSURANCE GROUP OF AMERICA INC	104,483	139,338
220	ROLLINS, INC.	6,343	6,664
5,500	ROWAN COMPANIES LTD	187,165	194,480
149	SCRIPPS NETWORKS INTERACTIVE	8,788	12,875
361	SHERWIN WILLIAMS CO	39,107	66,244
714	SIGNET JEWELERS LTD	22,051	56,192
1,000,000	TARGET RESOURCES	75,228	-
985	TEMPUR SEALY INTL	40,857	53,151
242	TRANSDIGM GROUP INC	24,489	38,967
1,000	TRAVELERS COMPANIES INC	49,014	90,540
2,200	WELLPOINT INC	152,136	203,258
1,025	WILLIAMS-SONOMA	41,017	59,737
1,010	WOLVERINE WORLD WIDE INC.	21,967	34,300
27,400	XEROX CORP	379,791	333,458
	TOTAL	4,993,212	6,107,408

SCHEDULE #6