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

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning **, 2013, and ending**

Name of foundation SAPOFF FOUNDATION		A Employer identification number 22-2824248		
Number and street (or P O box number if mail is not delivered to street address) c/o 245 LIVINGSTON AVE		B Telephone number (see the instructions) (732) 828-2800		
City or town, state or province, country, and ZIP or foreign postal code NEW BRUNSWICK NJ 08901				
G Check all that apply.		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		
► \$ 201,159. (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 ADMINISTRATIVE EXPENSES	1 Contributions, gifts, grants, etc, received (att sch)	182,780.		
	2 CK ► <input type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments.			
	4 Dividends and interest from securities	4,708.	4,708.	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	1,496. 417,011.	L-6a Stmt	
	7 Capital gain net income (from Part IV, line 2)		1,496.	
	8 Net short-term capital gain			3,069.
	9 Income modifications.			
	10 a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11.	188,984.	6,204.	3,069.
	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach sch). L-16b Stmt.	3,325.		
	c Other prof fees (attach sch). L-16c Stmt.	374.	374.	
	17 Interest.			
	18 Taxes (attach schedule)(see Instrs) FOREIGN TAXES.	4.	RECEIVED JUL 29 2014 IRS OPEN	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy.			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	3,703.	378.		
25 Contributions, gifts, grants paid	34,271.		34,271.	
26 Total expenses and disbursements. Add lines 24 and 25	37,974.	378.	34,271.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	151,010.			
b Net investment income (if negative, enter -0)		5,826.		
c Adjusted net income (if negative, enter -0)			3,069.	

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		10,421.	77,288.	77,288.
	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 sch) ►				
	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) L-10a. Stmt . .		0.	6,996.	6,998.
	b Investments – corporate stock (attach schedule) . L-10b. Stmt . .		17,861.	52,368.	51,933.
	c Investments – corporate bonds (attach schedule) . L-10c. Stmt . .		13,348.	3,188.	3,080.
	11 Investments – land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) . . . L-13 Stmt . .		15,240.	68,040.	61,860.
	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)		56,870.	207,880.	201,159.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				
	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. ►	X			
	27 Capital stock, trust principal, or current funds		56,870.	207,880.	
	28 Paid-In or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated Income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		56,870.	207,880.	
	31 Total liabilities and net assets/fund balances (see instructions)		56,870.	207,880.	

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	56,870.
2 Enter amount from Part I, line 27a	2	151,010.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	207,880.
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	207,880.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE ATTACHED STMT #2 SHORT-TERM		P	01/01/13	06/30/13
b SEE ATTACHED STMT #2 LONG-TERM		P	01/01/12	12/31/13
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 206,220.			203,151.	3,069.
b 210,791.			212,364.	-1,573.
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
a				3,069.
b				-1,573.
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 1,496.
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 3,069.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	48,334.	72,367.	0.667901
2011	79,573.	85,214.	0.933802
2010	51,213.	86,912.	0.589251
2009	35,916.	117,221.	0.306396
2008	39,017.	123,458.	0.316035

2 Total of line 1, column (d)	2 2.813385
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 0.562677
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4 91,373.
5 Multiply line 4 by line 3	5 51,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 58.
7 Add lines 5 and 6.	7 51,471.
8 Enter qualifying distributions from Part XII, line 4	8 34,271.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 117.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 117.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-	5 117.
6 Credits/Payments:	
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 295.
b Exempt foreign organizations – tax withheld at source	6 b
c Tax paid with application for extension of time to file (Form 8868)	6 c 0.
d Backup withholding erroneously withheld	6 d
7 Total credits and payments. Add lines 6a through 6d	7 295.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	10 178.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► 178. Refunded ► 11	11

Part VII-A Statements Regarding Activities

1 a 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	<input checked="" type="checkbox"/> X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c Did the foundation file Form 1120-POL for this year?	1 c	<input checked="" type="checkbox"/> X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ► \$ _____ (2) On foundation managers . . . ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	2	<input checked="" type="checkbox"/> X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	<input checked="" type="checkbox"/> X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 a	<input checked="" type="checkbox"/> X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>	4 b	
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?	5	<input checked="" type="checkbox"/> X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	6	<input checked="" type="checkbox"/> X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ NJ – New Jersey	7	<input checked="" type="checkbox"/> X
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	8 b	<input checked="" type="checkbox"/> X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	<input checked="" type="checkbox"/> X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	<input checked="" type="checkbox"/> X

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Part VI A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>NONE</u>		
14	Telephone no. ► (732) 828-2800	
Located at ► <u>245 LIVINGSTON AVE, NEW BRUNSWICK, NJ ZIP + 4</u> ► <u>08901-3057</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ► <input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If Yes, enter the name of the foreign country ► <input type="text"/>		

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

	Yes	No
File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
1 a 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 instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

5 a 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)?

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).

6 a 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?

If Yes to 6b, file Form 8870.

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

b. If Yes, i. did the foundation receive any proceeds or have any net income attributable to the transaction?

• If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **b**

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
MEYER_SAPOFF 1137_STUART_RD PRINCETON NJ 08540	PRES 0.25	0.	0.	0.
ROBERT_SAPOFF 12 DEAL LANE, LIVINGSTON NJ 07039	V P 0.25	0.	0.	0.
JUDITH_B_SLEPIAN 50 LAFAYETTE_AVE, NEW BRUNSWICK NJ 08901	SEC/TREAS 0.25	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
NONE				

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

None

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		None

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 instructions.

3

Total. Add lines 1 through 3

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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	1 a	54,023.
b Average of monthly cash balances	1 b	38,741.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	92,764.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	92,764.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,391.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,373.
6 Minimum Investment return. Enter 5% of line 5	6	4,569.

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	4,569.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	117.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	117.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,452.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	4,452.
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	4,452.

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	1 a	34,271.
b Program-related investments – total from Part IX-B.	1 b	
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).	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,271.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,271.

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				4,452.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years 20 ___, 20 ___, 20 ___.				
3 Excess distributions carryover, if any, to 2013				
a From 2008	39,017.			
b From 2009	35,916.			
c From 2010	51,233.			
d From 2011	79,596.			
e From 2012	40,622.			
f Total of lines 3a through e	246,384.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 34,271.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions).				
c Treated as distributions out of corpus (Election required – see instructions).				
d Applied to 2013 distributable amount				4,452.
e Remaining amount distributed out of corpus	29,819.			
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	276,203.			
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)	39,017.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	237,186.			
10 Analysis of line 9:				
a Excess from 2009	35,916.			
b Excess from 2010	51,233.			
c Excess from 2011	79,596.			
d Excess from 2012	40,622.			
e Excess from 2013	29,819.			

BAA

Form 990-PF (2013)

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

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling	►			
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

MEYER SAPOFF

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

MEYER SAPOFF

1137 STUART ROAD

PRINCETON

NJ 08540

(609) 921-7880

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

APPLICANTS SHOULD SUBMIT A BRIEF RESUME OF PURPOSE TO QUALIFY FOR GRANT OR CONTRIBUTION.

c Any submission deadlines:

NO - NOTICE OF APPROVAL, REJECTION OR REQUEST FOR ADDITIONAL INFORMATION USUALLY SENT IN 2 MONTHS

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

THE FOUNDATION WILL CONSIDER REQUESTS BY ANY ORGANIZATION WHICH HAS EXEMPT STATUS UNDER IRC SECT 501(C)3

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALBERT EINSTEIN COLLEGE OF MEDICINE	NONE			
ALZHEIMERS DISEASE RESEARCH	NONE	501 (C) 3	EDUCATIONAL	250.
AMERICAN HEART ASSOCIATION	NONE	501 (C) 3	MEDICAL RESEARCH	50.
AMERICAN JEWISH COMMITTEE	NONE	501 (C) 3	MEDICAL RESEARCH	50.
AMERICAN MUSEUM OF AMERICAN HISTORY	NONE	501 (C) 3	CHARITABLE	250.
ANTI DEFAMATION LEAGUE	NONE	501 (C) 3	EDUCATIONAL	115.
ARTHRITIS FOUNDATION	NONE	501 (C) 3	CHARITABLE	100.
BICOL CLINIC FOUNDATION, INC.	NONE	501 (C) 3	MEDICAL RESEARCH	200.
BOCA RATON MUSEUM OF ART	NONE	501 (C) 3	MEDICAL RESEARCH	2,500.
See Line 3a statement		501 (C) 3	EDUCATIONAL	1,000.
				29,756.
Total			► 3a	34,271.
b Approved for future payment				
Total			► 3b	

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) Exclu- sion 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 . . .					
4	Dividends and interest from securities				14	4,708.
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
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	1,496.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					6,204.
13	Total. Add line 12, columns (b), (d), and (e)				13	6,204.

(See worksheet in line 13 instructions to verify calculations.)

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

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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	X

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.

2 a 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

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

Sign
Here

Elmer Sapp
ture of officer or trustee
Print/Type preparer's name

05/23/14

Date _____

TRUSTEE

Title

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

Paid Preparer Use Only	Print/Type preparer's name E SANCHEZ, CPA	Preparer's signature <i>J. Sanchez, CPA</i>	Date 06/02/14	Check <input type="checkbox"/> If self-employed	PTIN P00637113
	Firm's name ► FRAZER, EVANGELISTA & COMPANY, LLC	Firm's EIN ► 14-1858342			
	Firm's address ► 197 STATE ROUTE 18 STE 310	Phone no (732) 828-2800			
	EAST BRUNSWICK	NJ	08816-1440		

BAA

Form 990-PF (2013)

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

2013

► Attach to Form 990, Form 990-EZ, or Form 990-PF

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

Name of the organization

SAPOFF FOUNDATION

Employer identification number

22-2824248

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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 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 to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

SAPOFF FOUNDATION

Employer identification number

22-2824248

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MEYER SAPOFF 1137 STUART ROAD PRINCETON NJ 08540	\$ 179,455	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

Name of organization

SAPOFF FOUNDATION

Employer identification number

22-2824248

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
1	1,025 SHS. BAXTER INTERNATIONAL INC.	\$ 71,288.	03/05/13
1	1,300 SHS. AMERICAN INTL GROUP NEW	\$ 64,571.	12/16/13
1	8,400 SHS. OFFICE DEPOT INC	\$ 43,596.	12/16/13
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Name

SAPOFF FOUNDATION

Employer Identification Number

22-2824248

Asset Information:

Description of Property: SEE ATTACHED STMT #2

Date Acquired: How Acquired

Date Sold: Name of Buyer:

Sales Price: 417,011. Cost or other basis (do not reduce by depreciation) 415,515.

Sales Expense: Valuation Method:

Total Gain (Loss): 1,496. Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Description of Property:

Date Acquired: How Acquired:

Date Sold: Name of Buyer:

Sales Price: Cost or other basis (do not reduce by depreciation)

Sales Expense: Valuation Method:

Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>FL ASSOCIATION</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 25.
		501(C) 3	CHARITABLE	
<u>FRIENDS OF MORSE LIFE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 850.
		501(C) 3	CHARITABLE	
<u>FRIENDS OF HIGHLAND BEACH LIBRARY</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 100.
		501(C) 3	EDUCATIONAL	
<u>FRIENDS OF NJ STATE MUSEUM</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 250.
		501(C) 3	EDUCATIONAL	
<u>FRIENDS OF PRINCETON ART MUSEUM</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 500.
		501(C) 3	EDUCATIONAL	
<u>FRIENDS OF PRINCETON PUBLIC LIBRARY</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 100.
		501(C) 3	EDUCATIONAL	
<u>GEORGE STREET PLAYHOUSE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 1,000.
		501(C) 3	CHARITABLE	
<u>GREENWOOD HOUSE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 250.
		501(C) 3	CHARITABLE	
<u>ISRAEL CANCER RESEARCH FUND</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 150.
		501(C) 3	MEDICAL RESEARCH	
<u>JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 2,065.
		501(C) 3	CHARITABLE	
<u>JAFCO</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 1,800.
		501(C) 3	CHARITABLE	
<u>JEWISH FAMILY & CHILDRENS SERV.</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 360.
		501(C) 3	CHARITABLE	
<u>JEWISH WOMEN INTERNATIONAL</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 460.
		501(C) 3	CHARITABLE	
<u>LA SHIR</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 200.
		501(C) 3	CHARITABLE	
<u>KRAVIS CENTER FOR THE PERFORMING ARTS</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 3,000.
		501(C) 3	EDUCATIONAL	

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>MCCARTER THEATRE</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 3,000.
		501(C) 3	EDUCATIONAL	
<u>MEMORIAL SLOAN KETT CANCER CTR</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
		501(C) 3	MEDICAL RESEARCH	
<u>METROPOLITAN MUSEUM OF ART</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
		501(C) 3	EDUCATIONAL	
<u>METROPOLITAN OPERA ASSN</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,500.
		501(C) 3	EDUCATIONAL	
<u>MIAMI CITY BALLET</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,050.
		501(C) 3	CHARITABLE	
<u>MUSEUM OF MODERN ART</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 360.
		501(C) 3	EDUCATIONAL	
<u>NATIONAL MUSEUM OF WOMEN IN THE ARTS</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
		501(C) 3	CHARITABLE	
<u>NYU SCHOOL OF MEDICINE</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 50.
		501(C) 3	EDUCATIONAL	
<u>POLICE & TROOPERS RELIEF FND.</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 15.
		501(C) 3	CHARITABLE	
<u>POLYTECHNIC UNIVERSITY</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
		501(C) 3	EDUCATIONAL	
<u>PRINCETON FIRST AID & RESCUE</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
		501(C) 3	CHARITABLE	
<u>PRINCETON HOSPITAL</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 4,000.
		501(C) 3	MEDICAL RESEARCH	
<u>PRINCETON JEWISH CENTER</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 4,760.
		501(C) 3	CHARITABLE	
<u>SMITHSONIAN INSTITUTION</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 75.
		501(C) 3	EDUCATIONAL	
<u>THE JEWISH FOUNDATION FOR THE RIGHTEOUS</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
		501(C) 3	CHARITABLE	

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
TRENTON STATE COLLEGE	NONE			Person or Business <input checked="" type="checkbox"/> 250.
		501 (C) 3	EDUCATIONAL	
US MEMORIAL HOLOCAUST MUSEUM	NONE			Person or Business <input checked="" type="checkbox"/> 100.
		501 (C) 3	CHARITABLE	
WOMEN FOR GREENWOOD HOUSE	NONE			Person or Business <input checked="" type="checkbox"/> 36.
		501 (C) 3	CHARITABLE	

Total

29,756.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	ACCOUNTING FEES	3,325.			

Total

3,325.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	INVESTMENT FEES	374.			

Total

374.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
GOV'T OBLIGATION			6,996.	6,998.
Total			<u>6,996.</u>	<u>6,998.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
CORPORATE STOCK	52,368.	51,933.
Total	<u>52,368.</u>	<u>51,933.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
CORPORATE BONDS	3,188.	3,080.
Total	<u>3,188.</u>	<u>3,080.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MUTUAL FUNDS	2,000.	2,152.
OTHER INVESTMENT ASSETS	38,007.	31,601.
AGENCY SECURITIES	28,033.	28,107.
Total	<u>68,040.</u>	<u>61,860.</u>

**SAPOFF FOUNDATION
2013 FORM 990PF, PAGE 2, PART II, LINES 10 & 13
INVESTMENTS**

**#22-2824248
STATEMENT #1**

	<u>COST BASIS</u>	<u>FMV @ 12/31/13</u>
FNMA 0% STRIP, DUE 2/07/14	6996	6,998
TOTAL US & STATE GOV'T OBLIGATIONS - LINE 10A	6,996	6,998
CISCO SYSTEMS INC	2098	2,243
FRANK VALUE FD INV.	45759	44,896
TRANSCAT INC.	4511	4,794
TOTAL CORPORATE STOCK - LINE 10B	52,368	51,933
HSBC FINANCE CP 6% DUE 8/15/14	3188	3080
TOTAL CORPORATE BONDS - LINE 10C	3,188	3,080
MORTGAGE POOLS - LINE 12 25,000.000 GNMA PL #274746 9%	-	-
OTHER - LINE 13		
MUTUAL FUNDS		
SCHWAB FUNDAMENTAL EMER MKT	1000	935
SCHWAB FUNDAMENTAL US SMALL	1000	1,217
	2,000	2,152
OTHER INVESTMENT ASSETS		
PLUM CREEK TIMBER CO	4350	4,651
PROSHS ULTRASHORT LEHMAN	9485	3,960
PROSHS ULTRASHORT S&P 500	6348	5,932
PROSHS ULTRASHORT DOW 30	14068	13,710
SAN JUAN BASIN ROYAL TR	3755	3,348
	38,007	31,601
AGENCY SECURITIES		
FNMA 5.8%, DUE 4/02/37	10127	10,104
FNMA 0.1768%, DUE 1/20/15	7984	8,000
FNMA 0.1984%, DUE 4/01/16	9922	10,002
	28,033	28,107
TOTAL OTHER INVESTMENTS - LINE 13	68,040	61,860
TOTAL SECURITIES	130,591	123,871

SAPOFF FOUNDATION
2013 FORM 990PF, PAGE 3, PART IV
CAPITAL GAINS AND LOSSES

#22-2824248
STATEMENT #2

SECURITY	# SHARES	SALES PROCEEDS	COST	WASH SALE GAIN(LOSS) DISALLOWED	TOTAL GAIN/(LOSS)	S/T	L/T
US TREASURIES							
US TREASURY BILL, DUE 3/21/13	53,000.0000	53,000 00	52,998.94		1.06	1 06	
US TREASURY BILL, 0%, DUE 10/31/13	11,000.0000	11,000 00	10,998.57		1.43	1.43	
US TREASURY NOTE, 0.25%, DUE 10/31/13	11,000 0000	11,000 00	10,999.57		0.43	0 43	
US TREASURY NOTE, 2.75%, DUE 10/31/13	32,000 0000	32,000 00	32,026.25		(26.25)	(26 25)	
EQUITIES							
BAXTER INTERNATIONAL	1,025	71,828.63	71,288.00		540.63		540 63
BIRKS & MAYORS CL A	1,090	1,624.19	1,008.43		615.76	615.76	
BIRKS & MAYORS CL A	1,616	2,245.29	7,892.24	(2,218.75)	(3,428.20)		(3428 20)
FANNIE MAE	4,000	2,879.79	3,180.14		(300.35)		(300 35)
FLANIGANS ENTERPRISES INC	400	4,015.92	3,105.48		910.44	910.44	
FREDDIE MAC VOTING SHS	11,300	14,505.09	12,657.97		1,847.12	1847.12	
FULTON FINANCIAL CORP	200	1,969.01	1,962.41		6.60	6.60	
RICKS CABARET INTL	442	5,048.68	3,895.72		1,152.96		1152 96
FIXED INCOME							
AMERICAN INTERNATIONAL GROUP NEW AIG	1,300 0000	65,526.81	64,571.00		955.81		955 81
AMERICAN WATER CAP, 8.25%, DUE 12/1/38	6,000 0000	6,000 00	6,058.56	(58.56)	(58.56)		
FINANCING CORP 0.0%, DUE 8/3/13	10,000	10,000.00	9,994.80		5.20	5 20	
FINANCING FED BK EN 0 0%, DUE 9/26/13	6,000	6,000.00	5,997.09		2.91	2 91	
GENERAL ELEC CAP 6 1% 10/15/26	10,000	10,000.00	10,160.00		(160.00)		(160 00)
GLENDALE ARIZONA STR 4.5%, DUE 7/1/13	10,000	10,000.00	10,079.20		(79.20)	(79 20)	
HOMEBANC NATL 0.25%, DUE 9/12/13	10,000	10,000.00	10,000.00		-		
MORGAN STANLEY 5 05%, DUE 10/8/13	10,000	10,000.00	10,112.00		(112.00)	(112 00)	
OFFICE DEPOT INC	8,400	43,261.22	43,596.00		(334.78)		(334 78)
PUERTO RICO COMWL 5 5%, DUE 7/1/13	10,000	10,000.00	10,058.80		(58.80)	(58 80)	
PUERTO RICO ELEC PW 5%, DUE 7/1/13	10,000	10,000.00	10,052.30		(52.30)	(52 30)	
UNION CNTY NC EN 4 2%, DUE 6/1/23	10,000	10,000.00	10,040.40		(40.40)	(40 40)	
MUTUAL FUNDS							
SCHWAB TARGET 2040 FUND	342	5,106.09	5,000.00		106.09		106 09
	229,115.23	417,010.72	417,733.87	(2,218.75)	1,495.60		3,069.53 (1,573.93)

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions SAPOFF FOUNDATION	Employer identification number (EIN) or 22-2824248
	Number, street, and room or suite number If a P O box, see instructions c/o 245 LIVINGSTON AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW BRUNSWICK	
		NJ 08901

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **FRAZER EVANGELISTA & CO LLC**

Telephone No ► **(732) 828-2800** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . . . ► . If it is for part of the group, check this box . . . ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time

until **Aug 15 2014**, to file the exempt organization return for the organization named above

The extension is for the organization's return for:

- calendar year 20 **13** or
- tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return

- Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3 a \$ 0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3 b \$ 295.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3 c \$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions