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Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
CHARLES L. READ FOUNDATION
C/O SAUL EISENBERG, TREASURER

Number and street (or P O box number if mail is not delivered to street address) Room/suite
111 WOHSEEPEE DRIVE

City or town, state or province, country, and ZIP or foreign postal code
BAYSHORE, NY 11706

A Employer identification number
22-6053510

B Telephone number
973-373-5850

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

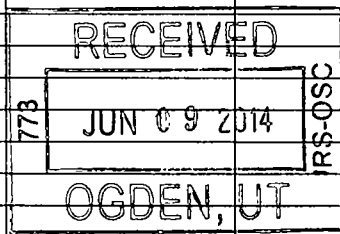
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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) **\$ 3587342.** (Part I, column (d) must be on cash basis)
J Accounting method: Cash Accrual
 Other (specify) _____

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22.	22.		STATEMENT 1
	4 Dividends and interest from securities	67204.	67204.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	281709.			
	b Gross sales price for all assets on line 6a	1551333.			
	7 Capital gain net income (from Part IV, line 2)		281709.		
	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)					
11 Other income	2000.	2000.		STATEMENT 3	
12 Total Add lines 1 through 11	350935.	350935.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48000.	16001.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4500.	4500.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	255.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	3780.	3780.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	26129.	25345.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	82664.	49626.		0.
	25 Contributions, gifts, grants paid	134500.			134500.
26 Total expenses and disbursements. Add lines 24 and 25	217164.	49626.		134500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	133771.				
b Net investment income (if negative, enter -0-)		301309.			
c Adjusted net income (if negative, enter -0-)			N/A		



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	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>				
Assets				
1 Cash - non-interest-bearing	85661.	78756.	78756.	
2 Savings and temporary cash investments				
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				
7 Other notes and loans receivable ▶				
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	2985416.	3508586.	3508586.	
b Investments - corporate stock				
c Investments - corporate bonds				
11 Investments - land, buildings and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	3071077.	3587342.	3587342.	
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				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
and complete lines 27 through 31				
27 Capital stock, trust principal, or current funds	3071077.	3587342.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	3071077.	3587342.		
31 Total liabilities and net assets/fund balances	3071077.	3587342.		

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	3071077.
2 Enter amount from Part I, line 27a	2	133771.
3 Other increases not included in line 2 (itemize) ▶	3	382494.
4 Add lines 1, 2, and 3	4	3587342.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3587342.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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				
b				
c				
d				
e	1551333.	1269624.	281709.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
b				
c				
d				
e			281709.	
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 281709.
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). If (loss), enter -0- in Part I, line 8		}		3 N/A

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 (col. (b) divided by col. (c))
2012	135000.	2964259.	.045543
2011	175039.	3117410.	.056149
2010	186980.	3058119.	.061142
2009	188098.	3079398.	.061083
2008	212322.	3262943.	.065071
2 Total of line 1, column (d)			2 .288988
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 .057798
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3279282.
5 Multiply line 4 by line 3			5 189536.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3013.
7 Add lines 5 and 6			7 192549.
8 Enter qualifying distributions from Part XII, line 4			8 134500.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6026.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	6026.
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	6026.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2317.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	6249.
d Backup withholding erroneously withheld	6d	461.
7 Total credits and payments. Add lines 6a through 6d	7	9027.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	3001.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 3001. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?		X
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>SAUL EISENBERG</u> Telephone no. ▶ <u>631-666-6915</u> Located at ▶ <u>111 WOHSEEPEE DRIVE, BAYSHORE, NY</u> ZIP+4 ▶ <u>11706</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <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 ▶ _____, _____, _____		
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) <u>N/A</u>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <u>N/A</u>		
4a 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)

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)? 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? Yes 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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
KATHRYN GALTON 249 MILLBURN AVENUE MILLBURN, NJ 07041	SECY 5.00	12000.	0.	0.
RODGER K. HERRIGEL 249 MILLBURN AVENUE MILLBURN, NJ 07041	PRES 5.00	12000.	0.	0.
SAUL EISENBERG 249 MILLBURN AVENUE MILLBURN, NJ 07041	TREAS 5.00	12000.	0.	0.
RICHARD EISENBERG 249 MILLBURN AVENUE MILLBURN, NJ 07041	V.P 5.00	12000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	1a	3247001.
b	Average of monthly cash balances	1b	82219.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3329220.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3329220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49938.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3279282.
6	Minimum investment return. Enter 5% of line 5	6	163964.

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	163964.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6026.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6026.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	157938.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	157938.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	157938.

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	134500.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	134500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134500.

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.

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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				157938.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	50609.			
b From 2009	35010.			
c From 2010	36192.			
d From 2011	20406.			
e From 2012				
f Total of lines 3a through e	142217.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	134500.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				134500.
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))	23438.			23438.
6 Enter the net total of each column as indicated below:	118779.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	27171.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	91608.			
10 Analysis of line 9:				
a Excess from 2009	35010.			
b Excess from 2010	36192.			
c Excess from 2011	20406.			
d Excess from 2012				
e Excess from 2013				

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

1 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 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(iii)					
(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).)
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 or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 7

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:

CHARLES L. READ FOUNDATION

Form 990-PF (2013)

C/O SAUL EISENBERG, TREASURER

22-6053510

Page 11

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
<p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE 249 MILLBURN AVENUE MILLBURN, NJ 07041</p>	NONE	PUBLIC	FOR PURCHASE OF CAPITAL ITEMS	134500.
Total				▶ 3a 134500.
<p>b Approved for future payment</p> <p>NONE</p>				
Total				▶ 3b 0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SANFORD BERNSTEIN 888-08702 NON COVERED	P	VARIOUS	
b SANFORD BERNSTEIN 888-08702 NON COVERED	P	VARIOUS	
c SANFORD BERNSTEIN 888-08702 CASH IN LIEU COVERED	P	VARIOUS	
d MORGAN STANLEY 317061389498 COVERED	P	VARIOUS	
e MORGAN STANLEY 317061389498 NON COVERED	P	VARIOUS	
f MORGAN STANLEY 317061389498 COVERED	P	VARIOUS	
g MORGAN STANLEY 317061389498 NON COVERED	P	VARIOUS	
h CHEVRON CORP	P	06/06/85	09/11/13
i MPG OFFICE TRUST INC SER A CUM PFD	P	04/05/07	05/01/13
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(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 160869.		147860.	13009.
b 255312.		198104.	57208.
c 86.			86.
d 661359.		590325.	71034.
e 50887.		41391.	9496.
f 306265.		238709.	67556.
g 34969.		1493.	33476.
h 24746.		1802.	22944.
i 53619.		49940.	3679.
j 3221.			3221.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			13009.
b			57208.
c			86.
d			71034.
e			9496.
f			67556.
g			33476.
h			22944.
i			3679.
j			3221.
k			
l			
m			
n			
o			

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	281709.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY AC # 317 061 1389 498	14.	14.	
SANFORD BERNSTEIN AC # 888-8702	8.	8.	
TOTAL TO PART I, LINE 3	22.	22.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EQUITY DIVIDENDS S. BERNSTEIN MORGAN STANEY SMITH BARNEY DIVIDENDS	27865.	1697.	26168.	26168.	
PNC BANK 3510	15237.	475.	14762.	14762.	
	27323.	1049.	26274.	26274.	
TO PART I, LINE 4	70425.	3221.	67204.	67204.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON DIVIDEND DISTRIBUTIONS	2000.	2000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2000.	2000.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4500.	4500.		0.
TO FORM 990-PF, PG 1, LN 16B	4500.	4500.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NJ EMPLOYMENT TAX	255.	0.		0.
TO FORM 990-PF, PG 1, LN 18	255.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK CUSTODIAL FEE	3583.	0.		0.
BANK CHARGES	418.	0.		0.
SANFORD C BERNSTEIN MGT FEES	9439.	0.		0.
OFFICE EXPENSE	404.	0.		0.
MORGAN STANLEY ADVISORY FEE	11180.	0.		0.
INSURANCE	1020.	0.		0.
DUES	85.	0.		0.
TO FORM 990-PF, PG 1, LN 23	26129.	0.		0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RODGER K HERRIGEL
249 MILLBURN AVENUE
MILLBURN, NJ 07041

TELEPHONE NUMBER

973- 379-5850

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD SUBMIT A BRIEF RESUME OF ACTIVITIES FOR WHICH THE GRANT IS DESIRED. THE LATEST FINANCIAL STATEMENT AND COPY OF IRS EXEMPTION LETTER SHOULD BE SENT AT THE SAME TIME.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

The Charles L. Read Foundation
 Schedule of Contributions to Exempt Organizations
 For the Year 2013

Exhibit C

<u>Donee Organization</u>	<u>Location</u>	<u>Amount</u>
Advocates for Victims of Assault	Frisco, CO	\$ 500
Alford Fire Department	Alford, MA	1,000
America's Grow a Row	Pittstown, NJ	1,000
Baptist Bible College	Clarks Summit, PA	1,000
Barrington Stage Co.	Pittsfield, MA	2,000
Berkshire Theatre Festival	Stockridge, MA	2,000
Cascades Cancer Research	Boynton Beach, FL	1,000
CDLT	Breckenridge, CO	500
Chatham Emergency Squad	Chatham, NJ	500
Chatham United Methodist Church	Chatham, NJ	1,000
Cheshire Homes Inc.	Florham Park, NJ	1,000
Creativity for Peace	Santa Fe, NM	500
Dana Farber Marathon Challenge	Boston, MA	500
Deborah Hospital	Brown Mills, NJ	1,000
Discovery Eye Foundation	Los Angeles, CA	1,000
Drew University	Madison, NJ	3,500
E-Town	Boulder, CO	1,000
Fairview Hospital	Great Barrington, MA	2,000
Freedom House	Glen Gardner, NJ	1,500
Garfield Center Foundation	Chestertown, MD	1,000
Grow it Green	Morristown, NJ	1,000
Hearing Health Foundation	New York, NY	1,000
Independent College Fund of NJ	New Jersey	1,000
Interfaith Food Pantry	Morristown, NJ	3,000
Keystone Science School	Dillon, CO	500
Leukemia & Lymphoma Society	Atlanta, GA	3,000
Liberty Science Center	Jersey City, NJ	2,000
Library of Chathams	Chatham, NJ	1,000
Little Sisters of the Poor	Totowa, NJ	1,000
Louise Adelia Read Memorial Library	Hancock, NY	7,500
Madison Volunteer Ambulance Squad	Madison, NJ	500
Madison Public Library	Madison, NJ	500
Maine's First Ship	Phippsburg, ME	500
Maine's Island Trail	Rockland, ME	3,500
Maine Maritime Museum	Bath, ME	1,500
Morristown Memorial Hospital FDN	Morristown, NJ	1,500
Mountain Top Museum	Breckenridge, CO	500
Museum of Early Trades & Crafts	Madison, NJ	2,500
National Jewish Hospital	Denver, CO	2,000
Nevei Kodesh	Boulder, CO	4,000
New Eyes for the Needy	Millburn, NJ	1,000

The accompanying accountant's compilation letter is an integral part of this statement

Thomas F Howell
 Certified Public Accountant

The Charles L. Read Foundation
 Schedule of Contributions to Exempt Organizations
 For the Year 2013

Exhibit C

(continued)

<u>Donee Organization</u>	<u>Location</u>	<u>Amount</u>
Overlook Hospital Foundation	Summit, NY	2,000
Papermill Playhouse	Millburn, NJ	500
Parent Advisory Council	Boulder, CO	500
Philadelphia Bible University	Liberty Corner, NJ	500
Phippsburg Land Trust	Phippsburg, ME	1,000
Phippsburg Fire Department	Phippsburg, ME	1,500
Phippsburg Sportsmen Association	Phippsburg, ME	500
Phippsburg 200th	Phippsburg, ME	2,000
Pine Tree Society	Bath, ME	1,000
Seeing Eye Inc.	Morristown, NJ	1,500
Senior Services of the Chathams	Chatham, NJ	1,000
Shakespeare Festival	Lenox, MA	2,500
Small Point Baptist Church	Small Point, ME	1,000
Small Point Summer School	Small Point, ME	1,000
Southside Hospital	Bayshore, NY	4,000
Sultana Projects Inc	Chestertown, MD	1,500
Summit Foundation	Breckenridge, CO	3,500
Tanglewood	Lenox, MA	5,000
Totman Wallace Scholarship Fund	Phippsburg, ME	1,500
Trinity United Methodist Church	Newark, NJ	1,000
Trust & Agency Fund - Hancock Central School	Hancock, NY	32,000
UCC	Phippsburg, ME	1,000
United Methodist Church	Madison, NJ	1,500
United Methodist Church of Brunswick	Brunswick, ME	500
University of Virginia Law Foundation	Charlottesville, VA	2,000
Wise Fool	Santa Fe, NM	500
Worton United Methodist Church	Worton, MD	1,500
		<u>134,500</u>
		<u>134,500</u>

The accompanying accountant's compilation letter is an integral part of this statement.

Thomas F. Howell
 Certified Public Accountant

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **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 extension 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	
Type or print	Name of exempt organization or other filer, see instructions CHARLES L. READ FOUNDATION C/O SAUL EISENBERG, TREASURER	Employer identification number (EIN) or 22-6053510
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 111 WOHSEEPEE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAYSHORE, NY 11706	

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

0 4

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 (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SAUL EISENBERG

- The books are in the care of ▶ **111 WOHSEEPEE DRIVE - BAYSHORE, NY 11706**
Telephone No ▶ **631-666-6915** 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year **2013** or
▶ tax year beginning _____, and ending _____

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

3a 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	3a	\$	9027.
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	3b	\$	2778.
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	3c	\$	6249.

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