EXTENSION TO 10/15/14

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: GEM STAR FOUNDATION

A Employer identification number: 22 6071177

Number and street (or P O box number if mail is not delivered to street address): 7 HOLDEN LANE | Room/suite:

B Telephone number (see instructions): 973-377 5675

City or town, state or province, country, and ZIP or foreign postal code: MADISON NJ 07940

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	31	31	31	
	4	Dividends and interest from securities	56687	56687	56687	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		79821		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	56718	136534	56718	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	48500	48500	48500	48500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ANNUAL	1500	1500	1500	1500
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) FED EXCISE	9482	9482	9482	9482
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) MISC	857	857	867	867
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60339	60339	60339	60339
	25	Contributions, gifts, grants paid	90110			90110
	26	**Total expenses and disbursements.** Add lines 24 and 25	150449	60339	60339	
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	(93731)			
	b	**Net investment income** (if negative, enter -0-)		76300		
	c	**Adjusted net income** (if negative, enter -0-)			–	

914

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	97 767	92 827	95297
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2 511, 289	2534 369	2527 850
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	2609 606	2627.196	2623 147
Liabilities	17	Accounts payable and accrued expenses	23500	55000	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	23500	55000	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2586 106	2572 196	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2609 606	2627 196	

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	2586 106
2	Enter amount from Part I, line 27a	2	(93 731)
3	Other increases not included in line 2 (itemize) ▶ gain on sale of investments	3	79 821
4	Add lines 1, 2, and 3	4	2572 196
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	2572 196

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				
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				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 ; If (loss), enter -0- in Part I, line 7 }	2	79821
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1520	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	1520	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1520	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 631			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 400			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments Add lines 6a through 6d	7	1031	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	489	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11	Enter the amount of line 10 to be. **Credited to 2014 estimated tax** ▶ ____ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ TAX PAYER Telephone no. ▶ 973 377 5675

Located at ▶ 7 HOLDEN AVE MADISON NJ ZIP+4 ▶ 07940-2614

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☐ No

If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ 20___ , 20___ , 20___ , 20___

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRED H. ROHN 7 HOLDEN LANE MADISON NJ 07940	RESIDENT PRESIDENT AS REQUIRED	SEE SCHEDULE		—
RICHARD W. DAVIS 2008 LEXINGTON PKWY NISKAYUNA NY [illegible]	VICE PRES. AS REQUIRED	–		—
JUNE ROHN 7 HOLDEN LANE MADISON, NJ 07940	VICE PRES AS REQUIRED	–		—
KATHLEEN LEDAIN 3896 MCKINLEY ST. WASHINGTON DC [illegible]	TRUSTEE AS REQUIRED	–		—

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION MAKES CASH CONTRIBUTIONS TO RECOGNIZED TAX EXEMPT CHARITABLE ORGANIZATIONS BASED ON ANALYSIS AND REVIEW OF EACH ORGANIZATION'S ACTIVITIES. THE FOUNDATION RECEIVES A LARGE VOLUME	
2 OF REQUESTS FROM TAX EXEMPT ORGANIZATIONS AND REVIEW EACH INDIVIDUALLY. THE FOUNDATION DOES NOT CONDUCT ANY PROGRAMS OR ANY INCOME PRODUCING ACTIVITIES, THE FOUNDATION'S MANAGERS ARE	
3 NOT REIMBURSED FOR ANY INDIVIDUALLY INCURRED EXPENSES. A LIST OF 2013 CONTRIBUTIONS IS INCLUDED HEREWITH.	
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 ▶	

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	2527 850
b	Average of monthly cash balances	1b	95297
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2623 147
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2623 147
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	39 407
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2583 740
6	**Minimum investment return.** Enter 5% of line 5	6	109 187

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	109 187
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1520		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1 520
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	107 667
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
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	107667

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	
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	80 110
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	80110

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) SEE SCHEDULE

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013:				
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				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $				
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

Part XV Supplementary Information (Complete this part only if the 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

FRED H ROHN 7 HOLDEN LANE MADISON NJ 07940 973-3275678

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

NO PARTICULAR FORMAT - FULL DETAILS REQUIRED

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED				
Total . . . . ▶ **3a**				
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) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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)					

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 ______

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

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

Sign Here

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

[illegible] 10/4/13 PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Account Detail

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

STOCKS

COMMON STOCKS

Morgan Stanley & Co. LLC (Morgan Stanley) and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ANNALY CAPITAL MNGMT INC (NLY)	11/2/09	1,000.000	$17.375	$17,374.84	$9,970.00	$(7,404.84) LT		–
	12/16/10	2,000.000	18.249	36,497.20	19,940.00	(16,557.20) LT		
	Total	3,000 000		53,872.04	**29,910.00**	(23,962.04) LT	3,600.00	12.03
Share Price. $9.970; Rating: Morgan Stanley: 3, S&P. 2; Next Dividend Payable 01/31/14								
AT&T INC (T)	7/20/09	1,000.000	24.612	24,612.33	35,160.00	10,547.67 LT		
	9/8/09	1,000 000	26 217	26,217.37	35,160.00	8,942.63 LT		
	4/9/10	1,000.000	26.716	26,716.05	35,160.00	8,443.95 LT		
	Total	3,000.000		77,545.75	**105,480.00**	27,934.25 LT	5,520.00	5 23
Share Price. $35.160; Rating: Morgan Stanley: 2, S&P: 2, Next Dividend Payable 02/2014								
BANCO SANTANDER S.A. (SAN)	12/16/10	1,130.000	9.512	10,748.63	**10,249.10**	(499.53) LT	709 64	6.92
Share Price: $9.070								
CPI CORPORATION (CPICQ)	8/9/11	1,000.000	10.283	10,282 84	**7.20**	(10,275.64) LT	—	—
Share Price. $0.007								
CST BRANDS INC COM (CST)	10/26/09	111.000	15.963	1,771.90	**4,075.92**	2,304.02 LT	27.75	0.68
Share Price. $36.720; Rating: S&P: 2, Next Dividend Payable 01/15/14								
DONNELLEY R R & SONS CO (RRD)	12/16/10	2,000.000	17.693	35,386.61	**40,560.00**	5,173.39 LT	2,080.00	5.12
Share Price. $20.280; Rating: S&P· 1, Next Dividend Payable 03/2014								
ENERGY TRANSFER PARTNERS L P (ETP)	8/20/09	500.000	42 524	21,262.02	28,625.00	7,362.98 LT		
	12/16/10	500 000	50.315	25,157.29	28,625 00	3,467.71 LT		
	Total	1,000.000		46,419.31	**57,250.00**	10,830.69 LT	3,620.00	6.32
Share Price· $57.250; Rating. Morgan Stanley: 2, S&P. 1, Next Dividend Payable 02/2014								
FRONTIER COMMUNICATIONS CORP (FTR)	5/16/94	409.947	1.579	647.45	1,906.25	1,258.80 LT R		
	7/23/09	312.021	7.302	2,278.23	1,450.90	(827.33) LT R		
	8/24/09	72.005	7.291	524.96	334.82	(190.14) LT R		
	12/21/09	408.027	7.931	3,236.06	1,897.33	(1,338.73) LT R		
	12/16/10	1,800.000	8.908	16,034.05	8,370.00	(7,664.05) LT R		
	8/9/11	1,000.000	6.365	6,365.26	4,650.00	(1,715.26) LT R		
	2/27/12	1,000.000	4.608	4,608 02	4,650.00	41.98 LT R		
	Total	5,002.000		33,694.03	**23,259.30**	(10,434.73) LT	2,000.80	8.60
Share Price: $4.650; Rating. Morgan Stanley. 2, S&P: 1; Next Dividend Payable 03/2014								

Security Mark at Right

Account Detail

Active Assets Account 615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GENERAL ELECTRIC CO (GE)	8/9/11	1,000.000	15.823	15,822.65	**28,030.00**	12,207.35 LT	880 00	3.13
Share Price: $28.030; Rating. Morgan Stanley. 2, S&P. 1, Next Dividend Payable 01/27/14								
GLOBAL PARTNERS LP (GLP)	1/6/09	1,000.000	11.942	11,942.30	**35,390.00**	23,447.70 LT A	2,400.00	6.78
Share Price: $35.390; Next Dividend Payable 02/2014								
JPMORGAN CHASE & CO (JPM)	8/9/11	1,000.000	35.754	35,754.49	**58,480.00**	22,725.51 LT	1,520 00	2 59
Share Price: $58.480; Rating· Morgan Stanley. 1, S&P: 1, Next Dividend Payable 01/2014								
MERCK & CO INC NEW COM (MRK)	12/8/08	1,000.000	27.300	27,300.43	50,050.00	22,749.57 LT A		
	4/20/09	500.000	25.828	12,913 96	25,025 00	12,111.04 LT		
	12/16/10	500.000	37.292	18,645.98	25,025.00	6,379.02 LT		
	Total	2,000.000		58,860.37	**100,100.00**	41,239.63 LT	3,520.00	3 51
Share Price: $50.050, Rating· Morgan Stanley: 3, S&P: 1, Next Dividend Payable 01/08/14								
MICROSOFT CORP (MSFT)	12/16/10	2,000.000	28.101	56,201.49	**74,820.00**	18,618.51 LT	2,240.00	2.99
Share Price· $37.410; Rating. Morgan Stanley. 2, S&P: 2; Next Dividend Payable 03/2014								
ONEOK PARTNERS LP (OKS)	8/20/09	1,000 000	25.148	25,148.24	**52,650.00**	27,501.76 LT	2,900.00	5 50
Share Price. $52.650; Rating. Morgan Stanley 2, S&P. 2; Next Dividend Payable 02/2014								
PFIZER INC (PFE)	12/16/10	2,000.000	17.269	34,537 02	61,260.00	26,722.98 LT		
	8/9/11	1,000.000	17 497	17,497.02	30,630.00	13,132.98 LT		
	Total	3,000.000		52,034.04	**91,890.00**	39,855.96 LT	3,120 00	3.39
Share Price: $30.630, Rating Morgan Stanley. 1, S&P. 1, Next Dividend Payable 03/2014								
PITNEY BOWES INC (PBI)	9/1/09	1,000.000	22.654	22,653.52	23,300.00	646.48 LT		
	10/26/09	1,000.000	25.492	25,492.33	23,300.00	(2,192.33) LT		
	4/1/10	1,000.000	24.765	24,765 25	23,300.00	(1,465.25) LT		
	Total	3,000.000		72,911.10	**69,900.00**	(3,011.10) LT	2,250.00	3.21
Share Price: $23.300; Rating: S&P. 2; Next Dividend Payable 03/2014								
PPL CORPORATION (PPL)	5/16/94	996.000	12.565	12,515.00	29,969.64	17,454.64 LT 2		
	4/29/10	1,000.000	25.063	25,063.23	30,090.00	5,026.77 LT		
	Total	1,996.000		37,578 23	**60,059.64**	22,481.41 LT	2,934.12	4 88
Share Price. $30.090; Rating. Morgan Stanley: 2, S&P: 1; Next Dividend Payable 01/02/14								
TECO ENERGY (TE)	1/26/09	500.000	12 524	6,262 02	8,620.00	2,357.98 LT A		
	4/20/09	1,000.000	10.613	10,612.84	17,240.00	6,627.16 LT		
	8/24/09	500.000	13.909	6,954 27	8,620.00	1,665.73 LT		
	Total	2,000.000		23,829.13	**34,480.00**	10,650.87 LT	1,760.00	5.10
Share Price: $17.240; Rating: S&P: 2; Next Dividend Payable 02/2014								
THE MOSAIC CO (HLDG CO) NEW (MOS)	12/8/08	100.000	29 963	2,996.30	4,727.00	1,730 70 LT A		
	12/8/08	400.000	29 919	11,967.78	18,908.00	6,940.22 LT A		
	12/8/08	500.000	29 929	14,964.72	23,635.00	8,670.28 LT A		

Account Detail

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,000.000		29,928 80	**47,270.00**	17,341.20 LT	1,000.00	2.11
Share Price: $47.270, Rating. Morgan Stanley· 2, S&P: 2; Next Dividend Payable 03/2014								
VALERO ENERGY CP DELA NEW (VLO)	10/26/09	1,000.000	19 725	19,725.28	**50,400.00**	30,674.72 LT	900.00	1.78
Share Price: $50.400, Rating. Morgan Stanley: 1, S&P: 1; Next Dividend Payable 03/2014								
VERIZON COMMUNICATIONS (VZ)	12/21/09	1,008.000	31.566	31,818.41	**49,533.12**	17,714 71 LT	2,136 96	4.31
Share Price: $49 140; Rating. S&P 2, Next Dividend Payable 02/2014								
WINDSTREAM HLDGS INC COM (WIN)	4/9/10	1,000 000	10.414	10,414 23	7,980 00	(2,434.23) LT R		
	5/7/10	1,000.000	9.727	9,727 40	7,980.00	(1,747.40) LT R		
	Total	2,000.000		20,141.63	**15,960.00**	(4,181.63) LT	2,000.00	12.53
Share Price $7.980, Rating. Morgan Stanley. 3, S&P. 1; Next Dividend Payable 01/15/14								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	90.3%	$761,417.27	$1,039,754.28	$278,337.01 LT	$47,119.27 $0.00	4.53%

UNIT INVESTMENT TRUSTS

EQUITY TRUSTS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
UNIT FIRST TRUST SENIOR LOAN & LTD DURATION PLUS CE 76	4/16/13	4,900 000	$9 857	$48,296.85	**$42,086.59**	$(6,210 26) ST	$2,847.39 —	6.76
Unit Price. $8.589; Reinvest None								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
UNIT INVESTMENT TRUSTS	3.7%	$48,296.85	$42,086.59	$(6,210.26) ST	$2,847.39 $0.00	6.77%

Security Mark at Right

	Initials	Date
Prepared By		
Approved By		

Glen Star Foundation
Y/E 12/31/93

		1	2	3
	Trustees Compensation			
	Fred H. Rohn	33 500		
	Richard W. Davis	5 000		
	Kathleen L. Davis	5 000		
	June B. Rohn	5 000		
	Total	48 500		

GEM STAR FOUNDATION

CALCULATION OF EXCESS DISTRIBUTION CARRY-OVER

12/31/13

Year	Required Contributions	Actual Contributions	Carry Over
2008	31 203	50 500	19 297
2009	98 342	114 300	17 958
2010	117 443	137 200	19 757
2011	114 058	84 400	(29 658)
2012	140 689	136 250	(4 439)
CARRY OVER TO 2013	[illegible]99 735	5[illegible] 656	22 985
2013			
2013			
MINIMUM REQUIRED		107 067	
ACTUAL		90 110	
		(6 957)	
Carry over from 2012		22 985	
Carry over to 2014		16 028	

GEM STAR FOUNDATION

SALES OF SECURITIES

Y/E 12/31/13

2013	SECURITY	ACQUIRED	COST	NET PROCEEDS	GAIN
3/15	2000 SH WOODSTREAM	4/09	17601	17150	(451)
7/16	UNM PT. LOAN	4/09	49938	48300	(1635)
4/13	2576 JP MORGAN CHASE	4/09	117497	141366	23699
4/13	1500 SH BROCADE COMMUNICATIONS	4/09	94763	85216	(9547)
4/17	[illegible] RIGHTS	—	—	222	222
7/20	5000 SH BROCADE COMMUNICATIONS	8/11	16601	32798	16197
8/16	1000 SH JP MORGAN CHASE	9/09	46428	52883	6455
9/30	MISC RIGHTS	—	20	259	239
11/20	1010 SH ENTERPRISE PROD.	8/09	18072	62521	44449
	MISC			46	46
	TOTAL		360920	440741	79821

UNRESTRICTED GIFTS	COST	FMV
COMMON STOCK OF MORGAN STANLEY	761417	1039754
BOND OF MORGAN STANLEY	48297	42087
COMMON STOCK — HUDSON CITY	4000	23000
COMMON STOCK RC CARBON	2103	2103
COMMON STOCK ARGYLE [illegible] INC.	250000	250000
SECURED [illegible] NOTES	[illegible]3552	1130129
TOTAL	[illegible]369	2587073

CONTRIBUTIONS	
MORRIS MUSEUM, MORRISTOWN, NJ	6900
HOMELESS SOLUTIONS, MORRISTOWN, NJ	2000
LONGBOAT ISLAND CHAPEL, LONGBOAT KEY, FL	14200
COLGATE UNIVERSITY, HAMILTON, NY	5000
FIRST REFORMED CHURCH, SCHENECTADY, NY	5000
WORLD CAUSE FOUNDATION	502
NEW LIFE CENTER, FL	404
NATIONAL ASSOC. OF CHRISTIAN CHURCHES	1104
MANUFACTURER FOUNDATION, HORSHAM, PA	25000
LONGBOAT ISLAND CHAPEL	15000
MORRIS MUSEUM	15000
TOTAL	96110