CHANGE OF ACCOUNTING PERIOD

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 JUN 1, 2013 , and ending DEC 31, 2013

Name of foundation: PHILIP AND MURIEL BERMAN FOUNDATION

A Employer identification number: 23-6270983

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 48558 | Room/suite:

B Telephone number: 323-932-0655

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90048

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)* ▶$ 42,093,861.

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))

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	355,301.	285,408.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,256,193.			STATEMENT 1
b	Gross sales price for all assets on line 6a 19,137,843.				
7	Capital gain net income (from Part IV, line 2)		1,456,371.		
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	<19,002.>	61,727.		STATEMENT 3
12	**Total.** Add lines 1 through 11	1,592,492.	1,803,506.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	78,750.	31,062.		47,688.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	171.	86.		85.
b	Accounting fees STMT 5	12,836.	8,502.		2,834.
c	Other professional fees STMT 6	99,140.	72,540.		26,600.
17	Interest				
18	Taxes STMT 7	14,102.	10,201.		3,735.
19	Depreciation and depletion	137.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	26,538.	9,982.		16,556.
22	Printing and publications				
23	Other expenses STMT 8	23,142.	1,595.		21,547.
24	**Total operating and administrative expenses.** Add lines 13 through 23	254,816.	133,968.		119,045.
25	Contributions, gifts, grants paid	2,815,592.			2,815,592.
26	**Total expenses and disbursements** Add lines 24 and 25	3,070,408.	133,968.		2,934,637.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,477,916.>			
b	**Net investment income** (if negative, enter -0-)		1,669,538.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	2,968,715.	7,555,831.	7,555,831.
	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			
	b Investments - corporate stock STMT 9	20,073,789.	17,546,749.	18,899,771.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	8,063,793.	6,833,753.	11,835,775.
	14 Land, buildings, and equipment: basis ▶ 2,706.			
	Less accumulated depreciation STMT 11▶ 2,647.	198.	59.	59.
	15 Other assets (describe ▶ FINE ARTS)	6,103,850.	3,802,425.	3,802,425.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	37,210,345.	35,738,817.	42,093,861.
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 ▶ STATEMENT 12)	1,825.	8,213.	
	23 **Total liabilities** (add lines 17 through 22)	1,825.	8,213.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	37,208,520.	35,730,604.	
	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**	37,208,520.	35,730,604.	
	31 **Total liabilities and net assets/fund balances**	37,210,345.	35,738,817.	

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	37,208,520.
2	Enter amount from Part I, line 27a	2	<1,477,916.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	35,730,604.
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	35,730,604.

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	19,137,843.		17,681,472.	1,456,371.

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				1,456,371.

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 — 1,456,371.

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	1,439,083.	34,535,804.	.041669
2011	1,333,129.	33,887,608.	.039340
2010	779,545.	33,721,836.	.023117
2009	575,398.	35,705,891.	.016115
2008	1,667,497.	33,432,757.	.049876

2	**Total** of line 1, column (d)	2	.170117
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	.034023
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	35,559,445.
5	Multiply line 4 by line 3	5	1,209,839.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,695.
7	Add lines 5 and 6	7	1,226,534.
8	Enter qualifying distributions from Part XII, line 4	8	2,934,637.

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 ▶ [X] and enter 1% of Part I, line 27b			1	16,695.
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	16,695.
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	16,695.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,025.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	17,025.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	330.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 330. **Refunded** ▶			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?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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) ▶ CA, PA			
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	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*	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)*

		Line	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PHILIP AND MURIEL BERMAN FOUNDATION Telephone no. ▶ 323-932-0655

Located at ▶ P.O. BOX 48558, LOS ANGELES, CA ZIP+4 ▶ 90048

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 N/A

		Line	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	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ CANADA			

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.

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

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? N/A | 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.

(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
NANCY M. BERMAN P.O BOX 48558 LOS ANGELES, CA 90048	PRESIDENT/ED 25.00	43,750.	0.	0.
ALAN J. BLOCH P.O BOX 48558 LOS ANGELES, CA 90048	VP/TREASURER 35.00	35,000.	0.	0.
REBECCA B. BLOCH P.O BOX 48558 LOS ANGELES, CA 90048	SECRETARY 1.00	0.	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

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	18,407,394.
b	Average of monthly cash balances		1b	10,143,691.
c	Fair market value of all other assets		1c	7,549,874.
d	**Total** (add lines 1a, b, and c)		1d	36,100,959.
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	36,100,959.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	541,514.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	35,559,445.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD		6	1,042,425.

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	1,042,425.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 16,695.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	16,695.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,025,730.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,025,730.
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	1,025,730.

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	2,934,637.
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	2,934,637.
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	16,695.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,917,942.

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				1,025,730.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,515,549.	
b Total for prior years: ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,934,637.				
a Applied to 2012, but not more than line 2a			1,515,549.	
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				1,025,730.
e Remaining amount distributed out of corpus	393,358.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	393,358.			
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	393,358.			
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 393,358.				

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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BERMAN MUSEUM AT URSINUS 601 E. MAIN ST. COLLEGEVILLE, PA 19426	UNRELATED	PC	ART DONATION	2,297,025.
HADASSAH 50 W 58TH ST. NEW YORK, NY 10019	UNRELATED	PC	CLINICAL MASTERS DEGREE/SZOLD SCHOOL	60,000.
PHILADELPIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101-7646	UNRELATED	PC	CHAIRMAN'S COUNCIL/MODERN & CONTEMP. ART/ACQ. OF YALE BARTANA'S "TRILOGY"	52,500.
LEHIGH UNIVERSITY 330 SEVENTH AVE. NEW YORK, NY 10001	UNRELATED	PC	SHUSTERMAN VISITING ARTIST PROGRAM	28,500.
HADASSAH ACADEMIC COLLEGE - JERUSALEM 317 MADISON AVE NEW YORK, NY 10017	UNRELATED	PC	SCHOLARSHIPS	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,815,592.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	355,301.	
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			14	<19,002.>	
8 Gain or (loss) from sales of assets other than inventory			18	1,256,193.	
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)		0.		1,592,492.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,592,492.

(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).

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

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

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
N/A		

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

x Nancy M Berman | x 11/5/14 | OFFICER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD L. RUVELSON	[signature]	NOV 04 2014		P00234075
Firm's name ▶ GREEN HASSON & JANKS LLP			Firm's EIN ▶ 95-1777440	
Firm's address ▶ 10990 WILSHIRE BLVD., 16TH FLOOR LOS ANGELES, CA 90024-3929			Phone no. (310) 873-1600	

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	MERRILL LYNCH #4035 SALE OF SECURITIES	P	06/01/13	12/31/13
b	MERRILL LYNCH #2490 SALE OF SECURITIES	P	06/01/13	12/31/13
c	WELLS FARGO #1343 SALE OF SECURITIES	P	06/01/13	12/31/13
d	WELLS FARGO #7200 SALE OF SECURITIES	P	06/01/13	12/31/13
e	JP MORGAN #4009 SALE OF SECURITIES	P	06/01/13	12/31/13
f	JP MORGAN #0002 SALE OF SECURITIES	P	06/01/13	12/31/13
g	CHARLES SCHWAB #0721 SALE OF SECURITIES	P	06/01/13	12/31/13
h	CHARLES SCHWAB #2276 SALE OF SECURITIES	P	06/01/13	12/31/13
i	CHARLES SCHWAB #6620 SALE OF SECURITIES	P	06/01/13	12/31/13
j	CHARLES SCHWAB #9338 SALE OF SECURITIES	P	06/01/13	12/31/13
k	GLUSKIN SHEFF SALE OF SECURITIES	P	06/01/13	12/31/13
l	SMC RESERVE FUND II OFFSHORE SALE OF SECURITIES	P	06/01/13	12/31/13
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	572,768.		559,546.	13,222.
b	1,084,173.		1,000,019.	84,154.
c	1,953,978.		1,845,593.	108,385.
d	33,693.		54,597.	<20,904.>
e	10,438,393.		10,179,084.	259,309.
f	507,968.		507,844.	124.
g	140,485.		137,909.	2,576.
h	165,562.		159,236.	6,326.
i	30,000.		30,242.	<242.>
j	89,813.		98,336.	<8,523.>
k	3,309,244.		3,109,066.	200,178.
l	811,766.			811,766.
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				13,222.
b				84,154.
c				108,385.
d				<20,904.>
e				259,309.
f				124.
g				2,576.
h				6,326.
i				<242.>
j				<8,523.>
k				200,178.
l				811,766.
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	1,456,371.
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

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LEHIGH VALLEY HEALTH NETWORK 2100 MACK BLVD. ALLENTOWN, PA 18103-5622	UNRELATED	SO III NFI	HOSPITAL ARTS PROGRAM	25,000.
URSINUS COLLEGE 601 E. MAIN STREET COLLEGEVILLE, PA 19426	UNRELATED	PC	GENERAL	25,000.
IRAC 633 THIRD AVE., 6TH FLOOR NEW YORK, NY 10017-6778	UNRELATED	PC	GENERAL	20,000.
MARLBOROUGH SCHOOL 250 S. ROSSMORE AVE. LOS ANGELES, CA 90004	UNRELATED	PC	ARTIST-IN-RESIDENCE PROGRAM	20,000.
NEWGROUND 1000 N. ALAMEDA ST., NO. 240 LOS ANGELES, CA 90012	UNRELATED	PC	GENERAL	20,000.
AMERICAN FRIENDS OF THE ISRAEL MOVEMENT/PROG. JUDAISM 500 FIFTH AVE. NEW YORK, NY 10110	UNRELATED	PC	ACQ. 4 WALL CARPETS FROM NOA ESHKOL FOUNDATION	18,000.
ARTIS 368 BROADWAY NEW YORK, NY 10013	UNRELATED	PC	18TH STREET, SANTA MONICA RESIDENCY	17,000.
HUNTINGTON LIBRARY AND ART GALLERY 1151 OXFORD RD. SAN MARINO, CA 91108-1218	UNRELATED	PC	ACQUISITION FUND	16,000.
TERRALINGUA JOINT VENTURE 217 BAKER ROAD SALT SPRING ISLAND, BRITISH COLUMBIA, CANADA	UNRELATED	PC	MARLBOROUGH PROJECT-PHASE 3	15,000.
FOWLER MUSEUM 405 HILGARD AVE. LOS ANGELES, CA 90095	UNRELATED	PC	50TH ANNIVERSARY EXHIBIT-"WALK WORLDS"	10,000.
Total from continuation sheets				352,567.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ISRAELI DRAWING BIENNALE 420 LEXINGTON AVE. NEW YORK, NY 10170	UNRELATED	PC	BEYOND PAPER TRACES V-5TH BIENNALE	10,000.
JEWISH FEDERATION OF THE LEHIGH VALLEY 702 N. 22ND STREET ALLENTOWN, PA 18104	UNRELATED	PC	GENERAL	10,000.
LAXART 2640 S. LA CIENEGA BL. LOS ANGELES, CA 90034	UNRELATED	PC	ISRAELI EXHIBITS-NIRA PEREG/NIR EVRON	10,000.
MOCA 250 S. GRAND AVE. LOS ANGELES, CA 90012	UNRELATED	PC	MAGDALENA FERNANDEZ EXHIBIT	10,000.
NEW DIRECTIONS, INC. 11303 WILSHIRE BLVD., BLDG. 116 LOS ANGELES, CA 90073	UNRELATED	PC	"CUPS" PROJECT WITH EHREN TOOLE	10,000.
OTIS COLLEGE OF ART AND DESIGN 9045 LINCOLN BLVD. LOS ANGELES, CA 90045	UNRELATED	PC	GENERAL	10,000.
PROJECT INTERCHANGE 165 EAST 56TH STREET NEW YORK, NY 10022-2709	UNRELATED	PC	LGBTQIA MISSION TO ISRAEL	10,000.
SANTA MONICA MUSEUM OF ART BERGAMOT STN., G1, 2525 MICHIGAN AVE. SANTA MONICA, CA 90404	UNRELATED	PC	GENERAL	10,000.
SOVA 3580 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90010	UNRELATED	PC	GENERAL	10,000.
TEL AVIV MUSEUM 36 WEST 44TH STREET, #1209 NEW YORK, NY 10036	UNRELATED	PC	SHOWTIME EXHIBIT AT RUBINSTEIN PAVILION	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WILSHIRE BOULEVARD TEMPLE 3663 WILSHIRE BLVD. LOS ANGELES, CA 90010	UNRELATED	PC	OPENING OF RESTORED SANCTUARY/L.A. PHIL.	10,000.
UCLA NAZARIAN CTR. FOR ISRAEL STUDIES 405 HILGARD AVE. LOS ANGELES, CA 90095	UNRELATED	PC	GENERAL	8,000.
ALLENTOWN'S SHAKESPEARE PARK 248 W. 35TH ST., 10TH FLOOR NEW YORK, NY 10001-2505	UNRELATED	PC	"MACBETH": SETS, COSTUMES, LIGHT, AND SOUND	5,000.
AMERICAN FRIENDS OF ALYN HOSPITAL FOR CHILDREN 122 E 42ND ST., #1519 NEW YORK, NY 10168	UNRELATED	SO III FI	WHEELS OF LOVE FUNDRAISER	5,000.
COUNCIL OF AMERICAN JEWISH MUSEUMS P.O. BOX 12025 JACKSON, MS 39236-2025	UNRELATED	PC	GENERAL	5,000.
FOOD FORWARD 7412 FULTON AVE., #3 NORTH HOLLYWOOD, CA 91605	UNRELATED	PC	GENERAL	5,000.
ISRAEL MUSEUM OF JERUSALEM 500 FIFTH AVE. NEW YORK, NY 10110	UNRELATED	PC	W COAST ACQUISITION PROGRAM	5,000.
LA OPERA COMPANY 135 N. GRAND AVENUE LOS ANGELES, CA 90012	UNRELATED	PC	GENERAL	5,000.
MOVING TRADITIONS 115 WEST AVE. JENKINTOWN, PA 19046	UNRELATED	PC	LOS ANGELES "ROSH HODESH: GIRLS' THING" PROGRAM	5,000.
SECOND HARVEST FOOD BANK 2045 HARVEST WAY ALLENTOWN, PA 18104	UNRELATED	PC	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH MUSEUM NEW YORK 1109 5TH AVE NEW YORK, NY 10128	UNRELATED	PC	ART DONATION	4,400.
E.CENTRAL PA SCHOLASTIC ART AWARDS 173 WEST MAIN ST. KUTZTOWN, PA 19530	UNRELATED	PC	SCHOLASTIC ART AND WRITING AWARDS	2,500.
CAMERATA PACIFICA P.O. BOX 30116 SANTA BARBARA, CA 93130	UNRELATED	PC	CAPACITY BUILDING DEVELOPMENT	1,667.
Total from continuation sheets				

323631
05-01-13

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	OFFICE EQUIPMENT							
	010103	SL	5.00	16	1,529.		1,529.	0.
3	COMPUTER							
	040110	SL	5.00	16	1,177.		981.	137.
	* TOTAL 990-PF PG 1 DEPR							
					2,706.	0.	2,510.	137.

316261
05-01-13

- Current year section 179 (D) - Asset disposed

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #4035 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
572,768.	559,546.	0.	0.	13,222.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #2490 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,084,173.	1,000,019.	0.	0.	84,154.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS FARGO #1343 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,953,978.	1,845,593.	0.	0.	108,385.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS FARGO #7200 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,693.	54,597.	0.	0.	<20,904.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN #4009 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,438,393.	10,179,084.	0.	0.	259,309.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN #0002 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
507,968.	507,844.	0.	0.	124.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB #0721 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
140,485.	137,909.	0.	0.	2,576.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB #2276 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165,562.	159,236.	0.	0.	6,326.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB #6620 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,000.	30,242.	0.	0.	<242.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB #9338 SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,813.	98,336.	0.	0.	<8,523.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GLUSKIN SHEFF SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,309,244.	3,309,244.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMC RESERVE FUND II OFFSHORE SALE OF SECURITIES	PURCHASED	06/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
811,766.	0.	0.	0.	811,766.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,256,193.

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
CHARLES SCHWAB 0721	6,851.	0.	6,851.	6,851.	
CHARLES SCHWAB 2276	7,935.	0.	7,935.	7,935.	
CHARLES SCHWAB 5216	9,740.	0.	9,740.	9,740.	
CHARLES SCHWAB 6620	9,726.	0.	9,726.	9,726.	
CHARLES SCHWAB 9338	5,471.	0.	5,471.	5,471.	
GLUSKIN INVESTMENT	142,350.	0.	142,350.	142,350.	
JP MORGAN INVESTMENTS #0002	2.	0.	2.	2.	
JP MORGAN INVESTMENTS #4009	34,957.	0.	34,957.	34,957.	
MERRILL LYNCH 2490	8,930.	0.	8,930.	8,930.	
MERRILL LYNCH 4035	36.	0.	36.	36.	
OTHER INTEREST INCOME	7.	0.	7.	7.	
RSF INTEREST	176.	0.	176.	176.	
WELLS FARGO	129,120.	0.	129,120.	59,227.	
TO PART I, LINE 4	355,301.	0.	355,301.	285,408.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME/LOSS	<19,002.>	<19,002.>	
DBL EQUITY FUND- K-1	0.	<18,620.>	
CPI IV PRIVATE INVESTORS LLC K-1	0.	39,242.	
GSO PRIVATE INVESTORS LLC K-1	0.	31,271.	
CSFR PRIVATE INVESTORS LLC K-1	0.	28,640.	
TRILINC GLOBAL IMPACT FUND, LLC K-1	0.	205.	
ENTERPRISE PRODUCT PARTNERS, LP K-1	0.	<9.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<19,002.>	61,727.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	171.	86.		85.
TO FM 990-PF, PG 1, LN 16A	171.	86.		85.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,836.	8,502.		2,834.
TO FORM 990-PF, PG 1, LN 16B	12,836.	8,502.		2,834.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	26,600.	0.		26,600.
INVESMENT MANAGEMENT FEES	72,540.	72,540.		0.
TO FORM 990-PF, PG 1, LN 16C	99,140.	72,540.		26,600.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	166.	0.		0.
TAXES AND LICENSES	85.	0.		85.
PAYROLL TAX	6,024.	2,374.		3,650.
FOREIGN TAXES	7,827.	7,827.		0.
TO FORM 990-PF, PG 1, LN 18	14,102.	10,201.		3,735.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ART PRESERVATION	17,097.	0.		17,097.
OFFICE EXPENSE	3,813.	1,525.		2,288.
MISCELLANEOUS	2,232.	70.		2,162.
TO FORM 990-PF, PG 1, LN 23	23,142.	1,595.		21,547.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN PORTFOLIO INVESTMENT	1,875,705.	2,112,926.
MERRILL LYNCH PORTFOLIO INVESTMENT	2,671,678.	3,269,693.
CHARLES SCHWAB PORTFOLIO INVESTMENT	2,709,143.	2,963,510.
WELLS FARGO PORTFOLIO INVESTMENT	10,290,223.	10,553,642.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,546,749.	18,899,771.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMC ALTERNATIVE STRATEGIES FUND	COST	906,637.	1,439,404.
SMC RESERVE FUND II OFFSHORE	COST	0.	3,393,695.
SMC CENTIGRADE FUND LIMITED	COST	257,220.	43,383.
DBL EQUITY FUND	COST	519,765.	602,775.
GLUSKIN SHEFF	COST	5,009,716.	6,216,493.
TRILINC GLOBAL IMPACT FUND, LLC	COST	79,842.	79,452.
TRILINC GLOBAL IMPACT FUND	COST	353.	353.
RSF	COST	60,220.	60,220.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,833,753.	11,835,775.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	2,706.	2,647.	59.
TOTAL TO FM 990-PF, PART II, LN 14	2,706.	2,647.	59.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARDS PAYABLE	1,825.	8,213.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,825.	8,213.

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Form **8868** (Rev. January 2014)
Department of the Treasury Internal Revenue Service

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.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

Type or print		Enter filer's identifying number
	Name of exempt organization or other filer, see instructions. PHILIP AND MURIEL BERMAN FOUNDATION	Employer identification number (EIN) or 23-6270983
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. P.O. BOX 48558	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90048	

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

- The books are in the care of ▶ PHILIP AND MURIEL BERMAN FOUNDATION P.O. BOX 48558 - LOS ANGELES, CA 90048

  Telephone No. ▶ 323-932-0655 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 ______ or

▶ [X] tax year beginning JUN 1, 2013 , and ending DEC 31, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [X] 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	$ 17,025.
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	$ 7,025.
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	$ 10,000.

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.

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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. PHILIP AND MURIEL BERMAN FOUNDATION	Employer identification number (EIN) or 23-6270983
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 48558	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90048	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PHILIP AND MURIEL BERMAN FOUNDATION P.O. BOX 48558 - LOS ANGELES, CA 90048

Telephone No. ▶ 323-932-0655 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.

4 I request an additional 3-month extension of time until NOVEMBER 17, 2014.

5 For calendar year ______ , or other tax year beginning JUN 1, 2013 , and ending DEC 31, 2013 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [X] Change in accounting period

7 State in detail why you need the extension
TAXPAYER NEEDS ADDITIONAL TIME TO ACCUMULATE ALL OF THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 16,965.
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 and any amount paid previously with Form 8868.	8b	$ 17,025.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ AGENT Date ▶ 8/7/14

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