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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE EPSTEIN PARTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O ARTSMART P.O. BOX 237031

A Employer identification number

23-7024264

B Telephone number

212-595-6335

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **(\$ 96,799.)** (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	17,178.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4 Dividends and interest from securities	1,809.	1,809.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,981.			
	b Gross sales price for all assets on line 6a	106,362.			
	7 Capital gain net income (from Part IV, line 2)		13,981.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	838.	838.		STATEMENT 3
	12 Total. Add lines 1 through 11	33,814.	16,636.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,288.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	3,309.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,597.	0.		0.
	25 Contributions, gifts, grants paid	16,750.			16,750.
	26 Total expenses and disbursements. Add lines 24 and 25	21,347.	0.		16,750.
	27 Subtract line 26 from line 12:	12,467.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		16,636.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Assets	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		1,479.	2,070.	2,070.
	2 Savings and temporary cash investments		5,818.	4,199.	4,199.
	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	STMT 6			
	b Investments - corporate stock		73,374.	86,869.	90,530.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
Liabilities	13 Investments - other				
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		80,671.	93,138.	96,799.
	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				
Net Assets or Fund Balances	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		63,290.	63,290.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		17,381.	29,848.	
	30 Total net assets or fund balances		80,671.	93,138.	
	31 Total liabilities and net assets/fund balances		80,671.	93,138.	

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	80,671.
2 Enter amount from Part I, line 27a	2	12,467.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	93,138.
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	93,138.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a PERSHING XXX3882 SEE ATTACHED			P		12/31/13
b PERSHING XXX5599 SEE ATTACHED			P		12/31/13
c PERSHING XXX5599 SEE ATTACHED			P		12/31/13
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 58,125.		46,110.			12,015.
b 47,656.		45,822.			1,863.
c 581.		478.			103.
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					12,015.
b					1,863.
c					103.
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	13,981.
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	9,586.	86,563.	.110740
2011	4,865.	87,500.	.055600
2010	3,491.	79,267.	.044041
2009	2,990.	72,435.	.041278
2008	2,191.	84,892.	.025809

2 Total of line 1, column (d)

2 .277468

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 .055494

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 126,967.

5 Multiply line 4 by line 3

5 7,046.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 166.

7 Add lines 5 and 6

7 7,212.

8 Enter qualifying distributions from Part XII, line 4

8 16,750.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	166.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6b 6c 6d	7	0.
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d			
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	►	9	166.
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

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?	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.	1a 1b 1c	Yes X X X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?			
c	Did the foundation file Form 1120-POL for this year?			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>			
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.	N/A	2 3 4a 4b 5 6 7	X X X X X X 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			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.			
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?			
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			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NY</u>			
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			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			STMT 7

Part VII-A Statements Regarding Activities (continued)

11		
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► PAUL H. EPSTEIN	
	Telephone no. ► 212-595-6335	
	Located at ► C/O ARTSMART INC, P.O. BOX 237031, NEW YORK, NY ZIP+4 ► 10023	
15	► 15 N/A	
16	Yes	No
	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 ►

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A ►	
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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	► _____, _____, _____, _____	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b N/A	
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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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

6b

X

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

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
PAUL H. EPSTEIN C/O ARTSMART, INC., PO BOX 237031 NEW YORK, NY 10023	MEMBER 1.00	0.	0.	0.
GARRY I. PARTON C/O ARTSMART, INC., PO BOX 237031 NEW YORK, NY 10023	MEMBER 1.00	0.	0.	0.
HENRY J. LIEBOWITZ C/O PROSKAUER ROSE LLP, ELEVEN TIMES NEW YORK, NY 100368299	MEMBER 1.00	0.	0.	0.
JEFFREY A. HOROWITZ C/O PROSKAUER ROSE LLP, ELEVEN TIMES NEW YORK, NY 100368299	MEMBER 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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

►

0**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	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		
3		
Total. Add lines 1 through 3	►	0.

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Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	117,339.
b Average of monthly cash balances	1b	11,562.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	128,901.
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	128,901.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,934.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	126,967.
6 Minimum investment return. Enter 5% of line 5	6	6,348.

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	6,348.
2a Tax on investment income for 2013 from Part VI, line 5	2a	166.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	166.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	6,182.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	6,182.
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	6,182.

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	16,750.
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	16,750.
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	166.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,584.

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				6,182.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
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	1,977.			
f Total of lines 3a through e	1,977.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 16,750.			0.	
a Applied to 2012, but not more than line 2a				
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				6,182.
e Remaining amount distributed out of corpus	10,568.			
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:	12,545.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	12,545.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	1,977.			
e Excess from 2013	10,568.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE YOUNG VIC IN AMERICA C/O ARTSMART INC. PO BOX 237031 NEW YORK, NY 10023	COMMON MANAGEMENT		GENERAL SUPPORT	250.
FRIENDS IN DEED 594 BROADWAY NEW YORK, NY 10012	NONE		SUPPORT GENERAL OPERATIONS OF ORGANIZATION	500.
GEORGE BALANCHINE FOUNDATION 20 LINCOLN CENTER NEW YORK, NY 10023	NONE		SUPPORT GENERAL OPERATIONS OF ORGANIZATION	500.
AMERICAN FRIENDS OF THE BELGRADE PHILHARMONIC ORCHESTRA C/O ARTSMART INC. PO BOX 237031 NEW YORK, NY 10023	COMMON MANAGEMENT		GERERAL SUPPORT	500.
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE		SUPPORT THE LIBRARY AND GRADUATE SCHOOL	2,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 16,750.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					8.
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					838.
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)		0.		0.	16,636.
13 Total. Add line 12, columns (b), (d), and (e)				13	16,636.
(See worksheet in line 13 instructions to verify calculations.)					

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).
3	INCOME IS USED TO MAKE CONTRIBUTIONS TO VARIOUS CHARITIES
4	INCOME IS USED TO MAKE CONTRIBUTIONS TO VARIOUS CHARITIES

THE EPSTEIN PARTON FOUNDATION

23-7024264

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

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

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

OMB No. 1545-0047

2013**Name of the organization****THE EPSTEIN PARTON FOUNDATION****Employer identification number****23-7024264****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE EPSTEIN PARTON FOUNDATION

Employer identification number

23-7024264

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>PAUL H. EPSTEIN</u> <u>C/O ARTSMART, INC., PO BOX 237031</u> <u>NEW YORK, NY 10023</u>	\$ <u>14,000.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
2	<u>GARRY I. PARTON</u> <u>C/O ARTSMART, INC., PO BOX 237031</u> <u>NEW YORK, NY 10023</u>	\$ <u>3,178.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ <u></u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ <u></u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ <u></u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ <u></u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

Name of organization

Employer identification number

THE EPSTEIN PARTON FOUNDATION

23-7024264

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

THE EPSTEIN PARTON FOUNDATION

23-7024264

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part III if additional space is needed

Account Number: C93-015599

**2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014**

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Advisory Fees	(758.74)

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8, 10, 19)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b)

Description (Box 8): CAMBIAR SMALL CAP FUND INVESTOR CLASS					CUSIP: 0075W0817		
SELL	FIRST IN FIRST OUT	15.216	09/25/2012	05/06/2013	309.65	274.35	35.30
SELL	FIRST IN FIRST OUT	.236	12/14/2012	05/06/2013	4.80	4.30	0.50
SELL	FIRST IN FIRST OUT	13.019	02/01/2013	05/06/2013	264.94	260.12	4.82
SELL	FIRST IN FIRST OUT	3.828	04/05/2013	05/06/2013	77.90	76.44	1.46
SELL	FIRST IN FIRST OUT	66.608	04/29/2013	05/06/2013	1,355.47	1,335.50	19.97
SALE DATE TOTAL		98.907	VARIOUS	05/06/2013	2,012.76	1,950.71	62.05

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Accounts carried by Pershing LLC
member FDIC, NYSE, SIPC

Private Bank



Account Number: C93-015599

Recipient's Identification
Number 23-7024264

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) (continued)								
							CUSIP: 068278407	
SELL	FIRST IN FIRST OUT	35 423	09/25/2012	05/20/2013	616.71	548.70		68.01
SELL	FIRST IN FIRST OUT	.575	11/30/2012	05/20/2013	10.01	8.50		1.51
SELL	FIRST IN FIRST OUT	17.573	02/01/2013	05/20/2013	305.95	281.17		24.78
SELL	FIRST IN FIRST OUT	108 080	04/29/2013	05/20/2013	1,881.67	1,766.02		115.65
	SALE DATE TOTAL	161.651	VARIOUS	05/20/2013	2,814.34	2,604.39		209.95
							CUSIP: 091937748	
SELL	FIRST IN FIRST OUT	32 451	05/20/2013	11/12/2013	360.53	383.57		(23.04)
							CUSIP: 115233793	
SELL	FIRST IN FIRST OUT	17.852	05/06/2013	11/12/2013	422.02	354.54		67.48
							CUSIP: 230001406	
SELL	FIRST IN FIRST OUT	301 804	09/25/2012	05/20/2013	4,828.86	4,252.42		576.44
SELL	FIRST IN FIRST OUT	645	09/28/2012	05/20/2013	10.32	9.10		1.22
SELL	FIRST IN FIRST OUT	462	11/01/2012	05/20/2013	7.39	6.45		0.94
SELL	FIRST IN FIRST OUT	719	11/29/2012	05/20/2013	11.50	9.96		1.54
SELL	FIRST IN FIRST OUT	811	12/28/2012	05/20/2013	12.98	11.14		1.84
SELL	FIRST IN FIRST OUT	028	01/30/2013	05/20/2013	0.45	0.40		0.05

Account Number: C93-015599

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): CULLEN HIGH DIVIDEND EQUITY FUND CLASS I						CUSIP: 230001406 (continued)		
SELL	FIRST IN FIRST OUT	9.490	02/01/2013	05/20/2013	151.84	137.99		13.85
SELL	FIRST IN FIRST OUT	5.179	04/05/2013	05/20/2013	82.86	77.99		4.87
SELL	FIRST IN FIRST OUT	67.695	04/29/2013	05/20/2013	1,083.12	1,050.63		32.49
SALE DATE TOTAL		386.833	VARIOUS	05/20/2013	6,189.32	5,556.08		633.24
Description (Box 8): DOUBLELINE EMERGING MARKETS FIXED INCOME FUND CLASS I						CUSIP: 258620509		
SELL	FIRST IN FIRST OUT	123.945	09/28/2012	05/20/2013	1,368.35	1,373.31	4.96 □	0.00
SELL	FIRST IN FIRST OUT	.312	10/31/2012	05/20/2013	3.44	3.48	0.04 □	0.00
SELL	FIRST IN FIRST OUT	341	11/30/2012	05/20/2013	3.76	3.80	0.04 □	0.00
SELL	FIRST IN FIRST OUT	1.511	12/05/2012	05/20/2013	16.68	16.68		0.00
SELL	FIRST IN FIRST OUT	.383	12/31/2012	05/20/2013	4.23	4.24	0.01 □	0.00
SELL	FIRST IN FIRST OUT	.297	01/31/2013	05/20/2013	3.28	3.28		0.00
SELL	FIRST IN FIRST OUT	27.138	02/01/2013	05/20/2013	299.60	300.15	0.55 □	0.00
SELL	FIRST IN FIRST OUT	2.199	04/05/2013	05/20/2013	24.28	24.41	0.13 □	0.00
SELL	FIRST IN FIRST OUT	123.945	04/29/2013	05/20/2013	1,368.36	1,374.55		(6.19)
Wash sale 234 day(s) added to holding period								
SELL	FIRST IN FIRST OUT	.312	04/29/2013	05/20/2013	3.44	3.48		(0.04)
Wash sale 201 day(s) added to holding period								

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Account Number: C93-015599

Recipient's Identification
Number: 23-7024264

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 3b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) (continued)								
Description (Box 8): DOUBLELINE EMERGING MARKETS FIXED INCOME FUND CLASS I CUSIP: 258620509 (continued)								
SELL	FIRST IN FIRST OUT	.341	04/29/2013	05/20/2013	3.76	3.80		(0.04)
	Wash sale: 171 day(s) added to holding period							
SELL	FIRST IN FIRST OUT	.383	04/29/2013	05/20/2013	4.23	4.24		(0.01)
	Wash sale: 140 day(s) added to holding period							
SELL	FIRST IN FIRST OUT	27.138	04/29/2013	05/20/2013	299.61	300.42		(0.81)
	Wash sale: 108 day(s) added to holding period							
SELL	FIRST IN FIRST OUT	2.199	04/29/2013	05/20/2013	24.28	24.42		(0.14)
	Wash sale: 45 day(s) added to holding period							
SELL	FIRST IN FIRST OUT	3.661	04/29/2013	05/20/2013	40.42	40.45		(0.03)
SALE DATE TOTAL		314.105	VARIOUS		3,467.72	3,480.71		(7.26)
SELL	FIRST IN FIRST OUT	80.813	04/29/2013	07/01/2013	840.45	893.00		(52.55)
SELL	FIRST IN FIRST OUT	38.657	04/29/2013	11/12/2013	397.39	427.17		(29.78)
SECURITY TOTAL					4,705.56	4,800.88		(89.59)

Description (Box 8): EATON VANCE INCOME FUND OF BOSTON INSTITUTIONAL CUSIP: 277907200								
SELL	FIRST IN FIRST OUT	231.324	09/25/2012	05/20/2013	1,424.96	1,371.75		53.21
SELL	FIRST IN FIRST OUT	.171	09/28/2012	05/20/2013	1.05	1.01		0.04
SELL	FIRST IN FIRST OUT	1.315	10/31/2012	05/20/2013	8.10	7.80		0.30
SELL	FIRST IN FIRST OUT	1.217	11/30/2012	05/20/2013	7.50	7.24		0.26

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Accounts carried by Pershing LLC,
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Account Number: C93-015599

**2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014**

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No 1545-0715 (continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) (continued)								
Description (Box 8): EATON VANCE INCOME FUND OF BOSTON INSTITUTIONAL CUSIP: 277907200 (continued)								
SELL	FIRST IN FIRST OUT	1.246	12/31/2012	05/20/2013	7.68	7.49		0.19
SELL	FIRST IN FIRST OUT	1.240	01/31/2013	05/20/2013	7.64	7.49		0.15
SELL	FIRST IN FIRST OUT	46,043	02/01/2013	05/20/2013	283.63	278.10		5.53
SELL	FIRST IN FIRST OUT	49.176	04/05/2013	05/20/2013	302.92	298.50		4.42
SELL	FIRST IN FIRST OUT	377.766	04/29/2013	05/20/2013	2,327.03	2,319.48		7.55
SALE DATE TOTAL		709.498	VARIOUS		4,370.51	4,298.86		71.65
SELL	FIRST IN FIRST OUT	2.716	04/29/2013	07/01/2013	16.05	16.68		(0.63)
SECURITY TOTAL					4,386.56	4,315.54		71.02
Description (Box 8): JP MORGAN DYNAMIC SM ALL-CAP GROWTH FUND SELECT CLASS CUSIP: 4812A1514								
SELL	FIRST IN FIRST OUT	734	09/25/2012	07/01/2013	18.39	15.79		2.60
Description (Box 8): MAINSTAY LARGE-CAP GROWTH FUND CLASS I CUSIP: 56062X641								
SELL	FIRST IN FIRST OUT	523,698	09/25/2012	05/20/2013	4,865.15	4,252.43		612.72
SELL	FIRST IN FIRST OUT	1,269	12/13/2012	05/20/2013	11.79	10.06		1.73
SELL	FIRST IN FIRST OUT	.317	12/28/2012	05/20/2013	2.94	2.48		0.46
SELL	FIRST IN FIRST OUT	14,633	02/01/2013	05/20/2013	135.94	123.94		12.00
SELL	FIRST IN FIRST OUT	19.297	04/05/2013	05/20/2013	179.27	165.57		13.70
SELL	FIRST IN FIRST OUT	151.275	04/29/2013	05/20/2013	1,405.35	1,326.68		78.67

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Accounts carried by Pershing LLC
member FINRA, NYSE, SIPC

Private Bank



Account Number: C93-015599

Recipient's Identification
Number 23-7024264

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 3b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): MAINSTAY LARGE-CAP G ROWTH FUND CLASS I						CUSIP: 56062X641 (continued)		
SALE DATE TOTAL		710.489	VARIOUS	05/20/2013	6,600.44	5,881.16	719.28	
SELL	FIRST IN FIRST OUT	66.678	04/29/2013	11/12/2013	686.78	584.77	102.01	
SECURITY TOTAL					7,287.22	6,465.93	821.29	
Description (Box 8): METROPOLITAN WEST TO TAL RETURN BOND FUND CLASS I						CUSIP: 592905509		
SELL	VERSUS PURCHASE	142 031	09/25/2012	02/01/2013	1,545.30	1,569.44	0.63 □	(23.51)
SELL	VERSUS PURCHASE	324 923	09/25/2012	03/21/2013	3,544.91	3,590.40	0.21 □	(45.28)
SELL	VERSUS PURCHASE	67 999	09/25/2012	04/05/2013	746.63	751.39	0.07 □	(4.69)
SELL	FIRST IN FIRST OUT	234.717	09/25/2012	05/20/2013	2,572.50	2,593.62	21.12 □	0.00
SELL	FIRST IN FIRST OUT	401	09/28/2012	05/20/2013	4.39	4.43	0.04 □	0.00
SELL	FIRST IN FIRST OUT	2.524	10/31/2012	05/20/2013	27.66	27.94	0.28 □	0.00
SELL	FIRST IN FIRST OUT	2 183	11/30/2012	05/20/2013	23.93	24.25	0.32 □	0.00
SELL	FIRST IN FIRST OUT	10 836	12/14/2012	05/20/2013	118.76	118.11	0.65	
SELL	FIRST IN FIRST OUT	4 781	12/14/2012	05/20/2013	52.40	52.11	0.29	
SELL	FIRST IN FIRST OUT	2.353	12/31/2012	05/20/2013	25.79	25.62	0.17	
SELL	FIRST IN FIRST OUT	1 968	01/31/2013	05/20/2013	21.57	21.74	0.17 □	0.00
Wash sale 129 day(s) added to holding period								
SELL	FIRST IN FIRST OUT	1 713	02/28/2013	05/20/2013	18.77	18.98	0.21 □	0.00

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Accounts carried by Pershing LLC
member FINRA, NYSE, SIPC

Account Number: C93-015599

**2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014**

2013 Form 1099-B: Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): METROPOLITAN WEST TO TAL RETURN BOND FUND CLASS I						CUSIP: 592905509 (continued)		
SELL	FIRST IN FIRST OUT	1.479	03/28/2013	05/20/2013	16.21	16.35	0.14 ▲	0.00
SELL	FIRST IN FIRST OUT	.934	04/30/2013	05/20/2013	10.24	10.35	0.11 ▲	0.00
SELL	FIRST IN FIRST OUT	111.480	05/07/2013	05/20/2013	1,221.82	1,237.42		(15.60)
	Wash sale 237 day(s) added to holding period							
SALE DATE TOTAL		375.369	VARIOUS	05/20/2013	4,114.04	4,150.92		(14.49)
SELL	FIRST IN FIRST OUT	26.883	05/07/2013	07/01/2013	284.42	298.40		(13.98)
	Wash sale 237 day(s) added to holding period							
SECURITY TOTAL						10,235.30	10,360.55	(101.95)
Description (Box 8): PIMCO TOTAL RETURN FUND CLASS P						CUSIP: 72201M552		
SELL	FIRST IN FIRST OUT	64.880	03/21/2013	04/05/2013	733.14	728.60		4.54
SELL	FIRST IN FIRST OUT	255.206	03/21/2013	05/20/2013	2,865.96	2,865.97	0.01 ▲	0.00
SELL	FIRST IN FIRST OUT	97.481	04/29/2013	05/20/2013	1,094.71	1,105.44		(10.73)
	Wash sale 60 day(s) added to holding period							
SALE DATE TOTAL		352.687	VARIOUS	05/20/2013	3,960.67	3,971.41		(10.73)

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CPB TAX

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Accounts carried by Pershing LLC
member FINRA, NYSE, SIPC

Private Bank



Account Number: C93-015599

Recipient's Identification
Number 23-7024264

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W-Wash Sale Loss (Box 5) O=Option Premium (Box 5)	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) (continued)								
Description (Box 8): PIMCO TOTAL RETURN FUND CLASS P CUSIP: 72201M552 (continued)								
SELL	FIRST IN FIRST OUT	23.970	04/29/2013	07/01/2013	258.16	271.82		(13.66)
Wash sale 60 day(s) added to holding period								
SECURITY TOTAL								
Description (Box 8): PIMCO FOREIGN BOND FUND (USD-HEDGED) CLASS P CUSIP: 72201M784								
SELL	FIRST IN FIRST OUT	13.252	03/21/2013	07/01/2013	139.28	143.78		(4.50)
SELL	FIRST IN FIRST OUT	21.017	04/29/2013	07/01/2013	220.89	230.35		(9.46)
SALE DATE TOTAL								
Description (Box 8): TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CUSIP: 880208400								
SELL	FIRST IN FIRST OUT	43.182	09/25/2012	02/01/2013	577.35	574.75		2.60
SELL	FIRST IN FIRST OUT	10.748	09/25/2012	03/21/2013	143.81	143.05		0.75
SELL	FIRST IN FIRST OUT	7.907	09/25/2012	07/01/2013	102.40	105.24		(2.84)
SELL	FIRST IN FIRST OUT	198	10/16/2012	07/01/2013	2.56	2.65		(0.09)
SELL	FIRST IN FIRST OUT	199	11/16/2012	07/01/2013	2.58	2.66		(0.08)
SELL	FIRST IN FIRST OUT	0.08	12/18/2012	07/01/2013	0.10	0.11		(0.01)
SELL	FIRST IN FIRST OUT	1.212	12/18/2012	07/01/2013	15.70	16.00		(0.30)
SELL	FIRST IN FIRST OUT	.801	12/18/2012	07/01/2013	10.37	10.57		(0.20)
SELL	FIRST IN FIRST OUT	205	01/16/2013	07/01/2013	2.65	2.75		(0.10)

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Account Number: C93-015599

**2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014**

Recipient's Identification
Number 23-7024264

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 6b) (continued)								
Description (Box 8): TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CUSIP: 880208400 (continued)								
SELL	FIRST IN FIRST OUT	.068	02/19/2013	07/01/2013	0.88	0.91		(0.03)
SELL	FIRST IN FIRST OUT	.068	03/18/2013	07/01/2013	0.88	0.92		(0.04)
SELL	FIRST IN FIRST OUT	.034	04/16/2013	07/01/2013	0.44	0.46		(0.02)
SELL	FIRST IN FIRST OUT	5.676	04/29/2013	07/01/2013	73.51	77.19		(3.68)
SALE DATE TOTAL		16.376	VARIOUS	07/01/2013	212.07	219.46		(7.39)
SECURITY TOTAL					933.23	937.27		(4.04)
Description (Box 8): THORNBURG INTERNATIONAL VALUE FUND CLASS I CUSIP: 885215566								
SELL	FIRST IN FIRST OUT	6.254	09/25/2012	02/01/2013	185.31	168.86		16.45
Description (Box 8): TOUCHSTONE MID CAP VALUE FUND CLASS Y CUSIP: 89155H371								
SELL	FIRST IN FIRST OUT	1.450	09/25/2012	04/05/2013	21.29	18.91		2.38
SELL	FIRST IN FIRST OUT	40.628	09/25/2012	05/20/2013	640.70	529.79		110.91
SELL	FIRST IN FIRST OUT	.086	09/28/2012	05/20/2013	1.36	1.12		0.24
SELL	FIRST IN FIRST OUT	159	12/07/2012	05/20/2013	2.51	2.07		0.44
SELL	FIRST IN FIRST OUT	.323	12/07/2012	05/20/2013	5.09	4.19		0.90
SELL	FIRST IN FIRST OUT	137	12/28/2012	05/20/2013	2.16	1.80		0.36
SELL	FIRST IN FIRST OUT	17.372	02/01/2013	05/20/2013	273.96	247.20		26.76
SELL	FIRST IN FIRST OUT	117.071	04/29/2013	05/20/2013	1,846.21	1,757.23		88.98

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CPB TAX

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Accounts carried by Pershing LLC
member FINRA, NYSE, SIPC

Private Bank



Account Number: C93-015599

Recipient's Identification
Number 23-7024264

2013 TAX and
YEAR-END STATEMENT
As of 02/11/2014

2013 Form 1099-B: Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 6)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): TOUCHSTONE MID CAP VALUE FUND CLASS Y					CUSIP: 89155H371 (continued)			
SALE DATE TOTAL		175.776	VARIOUS	05/20/2013	2,771.99	2,543.40		228.59
SECURITY TOTAL					2,793.28	2,562.31		230.97
Short-Term Covered Total					47,655.96	45,822.38		1,862.62

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b)

Description (Box 8): JP MORGAN DYNAMIC SM ALL-CAP GROWTH FUND SELECT CLASS					CUSIP: 4812A1514			
SELL	FIRST IN FIRST OUT	10 018	09/25/2012	11/12/2013	282.51	215.48		67.03
Description (Box 8): THORNBURG INTERNATIONAL VALUE FUND CLASS I					CUSIP: 885215566			
SELL	FIRST IN FIRST OUT	9.711	09/25/2012	11/12/2013	298.60	262.20		36.40
Long-Term Covered Total					581.11	477.68		103.43
Covered Total					48,237.07	46,300.06		1,966.05
Total					48,237.07	46,300.06		1,966.05

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949 for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or (Loss) (Box 1c). The section headings within the 1099-B indicate the type of gain or (loss) for the transactions, short-term or long-term.

Covered (b) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

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CPB-TAX

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Accounts carried by Pershing LLC
member FINRA, NYSE, SIPC

Account Number: C92-033882

2013 TAX and
YEAR-END STATEMENT
As of 03/06/2014

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

This section is being provided for informational purposes only. The information in this section will not be furnished to the Internal Revenue Service.

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This section is being provided for informational purposes only. The information in this section will not be furnished to the Internal Revenue Service.
Note for Exempt S Corporations Only: 1099-B records for covered transactions are reported to the IRS.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium (Box 4)	Realized Gain or (Loss)
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Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 6a)

Description (Box 8): CAPITAL ONE FINL CORP COM							CUSIP: 14040H105	
SELL	FIRST IN FIRST OUT	2	05/01/2003	04/23/2013	91.47	121.66	<input checked="" type="checkbox"/>	(30.19)
Description (Box 8): CITIGROUP INC COM NEW ISIN#US1729674242							CUSIP: 1729674242	
SELL	FIRST IN FIRST OUT	30	12/15/1998	04/23/2013	1,353.66	6,955.98		(5,602.32)
Description (Box 8): GENERAL ELECTRIC CO COM							CUSIP: 369604103	
SELL	FIRST IN FIRST OUT	100	08/19/2003	04/23/2013	2,111.26	3,011.06		(899.80)
Description (Box 8): GOLDMAN SACHS GROUP INC COM							CUSIP: 38141G104	
SELL	FIRST IN FIRST OUT	75	05/04/2000	04/23/2013	10,672.51	7,087.15		3,585.36
Description (Box 8): INTERNATIONAL BUSINESS MACHINES CORP COM							CUSIP: 459200101	
SELL	FIRST IN FIRST OUT	100	10/31/2003	04/23/2013	19,097.19	8,991.90		10,105.29

Seq # (C92 303971)

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CPB TAX

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Accounts carried by Pershing LLC
member FINRA, NYSE, SIPC

Private Bank



Account Number: C92-033882

Recipient's Identification
Number: 23-7024264

2013 TAX and
YEAR-END STATEMENT
As of 03/06/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8a or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium	Realized Gain or (Loss)
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Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 6a) (continued)

Description (Box 8): ELI LILLY & CO COM						CUSIP: 532457108			
SELL	FIRST IN FIRST OUT	125	08/13/2001	04/23/2013	7,230.47	10,038.12	(2,807.65)		
Description (Box 8): SCHLUMBERGER LTD COM ISIN#AN8068571086						CUSIP: 806857108			
SELL	FIRST IN FIRST OUT	236	06/19/1998	04/23/2013	16,885.04	6,761.93	10,123.11		
Description (Box 8): WELLS FARGO & CO NEW COM						CUSIP: 949746101			
SELL	FIRST IN FIRST OUT	19	05/04/2000	04/23/2013	683.31	3,142.19	(2,458.88)		
Long-Term Noncovered Total						58,124.91	46,109.99	12,014.92	
Noncovered Total						58,124.91	46,109.99	12,014.92	
Total						58,124.91	46,109.99	12,014.92	

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or (Loss) (Box 1c). The section headings within the 1099-B indicate the type of gain or (loss) for the transactions, short-term or long-term.

Covered (b) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example "SELL".

Disposition Method. The method used to select the lot will be displayed as, for example, first-in first-out (FIFO). Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax lot disposition method.

Quantity (Box 1e). The number of shares included in the sale or exchange for the lot reported. If fractional shares are part of the disposition, those shares will be displayed to three decimal places.

Date of Acquisition (Box 1b). This box represents the date you acquired the security or for short sales, the date you opened the short sale. You may see the word "VARIOUS" displayed in this column if the disposition transaction includes multiple lots with various acquisition dates.

Date of Sale or Exchange (Box 1a). This box shows the trade date of the sale or exchange. For short sales, the date shown is the date you closed the short sale.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITIBANK IMMA	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

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
PERSHING LLC	1,809.	0.	1,809.	1,809.	
TO PART I, LINE 4	1,809.	0.	1,809.	1,809.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	838.	838.	
TOTAL TO FORM 990-PF, PART I, LINE 11	838.	838.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADELMAN KATZ & MOND LLP	1,288.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,288.	0.		0.

THE EPSTEIN PARTON FOUNDATION

23-7024264

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	50.	0.		0.
OFFICE EXPENSES	2,500.	0.		0.
INVESTMENT EXPENSES	759.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,309.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	86,869.	90,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	86,869.	90,530.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT

7

NAME OF CONTRIBUTOR

ADDRESS

PAUL EPSTEIN

C/O ARTSMART PO BOX 237031
NEW YORK, NY 10023

GARRY PARTON

C/O ARTSMART PO BOX 237031
NEW YORK, NY 10023

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT

8

NAME OF MANAGER

PAUL H. EPSTEIN
GARRY I. PARTON
HENRY J. LIEBOWITZ
JEFFREY A. HOROWITZ